LISTING PARTICULARS

U.S.$300,000,000

Ajecorp B.V.

6.50% Senior Notes due 2022

Guaranteed by Certain Subsidiaries of Grupo Embotellador Atic, S.L.

Ajecorp B.V., a Netherlands private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) (the "Issuer") incorporated under Dutch law, is offering U.S.$300.0 million aggregate principal amount of notes due 2022 (the "Notes") bearing interest of 6.50% per year. The Notes will mature on May 14, 2022. Interest will accrue from May 14, 2012 and will be payable semi-annually in arrears on May 14 and November 14 of each year beginning on November 14, 2012. The Notes will be issued only in registered form in minimum denominations of U.S.$150,000 and integral multiples of U.S.$1,000 in excess thereof. The Issuer is a finance subsidiary with no operations and, therefore, depends on the cash flow of its parent, Grupo Embotellador Atic, S.L. ("Atic"), and of Atic's other subsidiaries, including the guarantor subsidiaries, to meet its obligations, including its obligation under the Notes.

We may redeem any of the Notes, in whole or in part, on or after May 14, 2017 at the applicable redemption prices set forth in these listing particulars, plus accrued interest. Before May 14, 2017, we may also redeem the Notes, in whole but not in part, at a redemption price based on a "make-whole" premium. In addition, prior to or on May 14, 2015, we may redeem up to 35% of the Notes at a redemption price equal to 106.50% of their principal amount, plus accrued and unpaid interest, using the proceeds of certain equity offerings.

We may redeem any of the Notes in whole, but not in part, at a price equal to 100% of their principal amount plus accrued and unpaid interest to the redemption date at any time upon the occurrence of specified events regarding the Netherlands, Spain and other relevant jurisdictions' tax laws, as set forth in these listing particulars.

The Notes will be fully and unconditionally guaranteed (each, a "Guarantee") on a senior unsecured basis by certain of Atic's current and future subsidiaries. We refer to these subsidiaries as the "Subsidiary Guarantors" (and, together with Atic, after it provides a Guarantee as described below, the "Guarantors"). On the date of issuance, Atic will not be able to provide a Guarantee as a result of certain restrictions under Spanish law. In order to provide a Guarantee, Atic will convert under Spanish law into a *sociedad anónima* (the "Conversion") and, in connection with the Conversion, will effect a corporate reorganization (the "Reorganization") for tax reasons. We expect that it will take approximately one to three months for Atic to complete the Reorganization, including the Conversion.

The Notes and the related Guarantees (i) will rank equally with all of the existing and future unsecured and unsubordinated indebtedness of the Issuer and the Guarantors; (ii) will be effectively junior to all existing and future secured indebtedness of the Issuer and the Guarantors to the extent of the assets securing that indebtedness and (iii) will not provide holders with any direct claims on the assets of any non-Guarantors (including Atic until it provides a Guarantee following the Reorganization and Conversion) unless or until such entity becomes a Guarantor.

We will apply to list the Notes on the Official List of the Irish Stock Exchange and to trade the Notes on the Global Exchange Market. See "Listing and General Information."

Investing in the Notes involves risks that are described in the "Risk Factors" section beginning on page 13 of these listing particulars.

Offering Price: 100% plus accrued interest, if any, from May 14, 2012.

The Notes and the Guarantees have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any other jurisdiction. Unless they are registered, the Notes may be offered only in transactions that are exempt from registration under the Securities Act or the securities laws of any other jurisdiction. Accordingly, we are offering the Notes in the United States only to qualified institutional buyers under Rule 144A and outside the United States to non-U.S. persons in compliance with Regulation S under the Securities Act ("Regulation S"). For further details about eligible offerees and resale restrictions, see "Transfer Restrictions."

The Notes are registered with the Foreign Investment and Derivatives Instruments Registry (*Registro de Instrumentos de Inversión y de Operaciones de Cobertura de Riesgo Extranjeros*) of the Peruvian Superintendencia de Banca, Seguros y Administradoras Privadas de Fondos de Pensiones (the "SBS") for Peruvian private pension fund investment eligibility, as required by Peruvian legislation. The Notes (or beneficial interests therein) may not be offered or sold in the Republic of Peru or any other jurisdiction except in compliance with the securities laws thereof.

The Notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, *société anonyme*, on or about May 14, 2012.

Sole Bookrunner

BofA Merrill Lynch

Joint Lead Managers

BofA Merrill Lynch **Interbank** **Jefferies** **Rabo Securities**

Co-manager

Santander

The date of these listing particulars is May 14, 2012.

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You should only rely on the information contained in these listing particulars. We have not authorized anyone to provide you with different information. Neither we nor the initial purchasers are making an offer of the notes in any jurisdiction where the offer is not permitted. You should not assume that the information contained in these listing particulars is accurate at any date other than the date on the front cover of these listing particulars.

Unless otherwise indicated or the context otherwise requires, all references in these listing particulars to "Atic," "we," "our," "us," "our company," and "our group" and like terms refer to Grupo Embotellador Atic, S.L., a Spanish limited liability company (*sociedad limitada*), and its subsidiaries, including Ajecorp B.V., a Netherlands private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under Dutch law, which we refer to in these listing particulars as the "Issuer."

These listing particulars have been prepared by us solely for use in connection with the proposed offering of the notes. We reserve the right to reject any offer to purchase, in whole or in part, for any reason, or to sell less than all of the notes offered by these listing particulars. Merrill Lynch, Pierce, Fenner & Smith Incorporated, Banco Internacional del Perú S.A.A., Jefferies & Company, Inc., Rabo Securities USA, Inc. and Santander Investment Securities Inc. will act as initial purchasers with respect to the offering of the Notes. These listing particulars are personal to you and does not constitute an offer to any other person or to the public in general to subscribe for or otherwise acquire the Notes. Distribution of these listing particulars by you to any person other than those persons retained to advise you is unauthorized, and any disclosure of any of the contents of these listing particulars without our prior written consent is prohibited.

We, having made all reasonable inquiries, confirm that the information contained in these listing particulars is true and accurate, that the opinions and intentions we express in these listing particulars are honestly held, and that there are no other facts the omission of which would make these listing particulars as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. We accept responsibility accordingly.

The Irish Stock Exchange takes no responsibility for the contents of these listing particulars, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of these listing particulars.

You must (1) comply with all applicable laws and regulations in force in any jurisdiction in connection with the possession or distribution of these listing particulars and the purchase, offer or sale of the Notes, and (2) obtain any required consent, approval or permission for the purchase, offer or sale by you of the Notes under the laws and regulations applicable to you in force in any jurisdiction to which you are subject or in which you make such purchases, offers or sales, and neither we nor the initial purchasers nor their agents have any responsibility therefor. See "Transfer Restrictions" for information concerning some of the transfer restrictions applicable to the Notes.

You acknowledge that:

- you have been afforded an opportunity to request from us, and to review, all additional information considered by you to be necessary to verify the accuracy of, or to supplement, the information contained in these listing particulars;

- you have not relied on the initial purchasers or their agents or any person affiliated with the initial purchasers or their agents in connection with your investigation of the accuracy of such information or your investment decision; and

- no person has been authorized to give any information or to make any representation concerning us or the Notes other than those as set forth in these listing particulars. If given or made, any such other information or representation should not be relied upon as having been authorized by us, the initial purchasers or their agents.

In making an investment decision, you must rely on your own examination of our business and the terms of this offering, including the merits and risks involved. The Notes have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not confirmed the accuracy or determined the adequacy of these listing particulars. Any representation to the contrary is a criminal offense.

These listing particulars may only be used for the purpose for which it has been published. The initial purchasers are not making any representation or warranty as to the accuracy or completeness of the information contained in these listing particulars, and nothing contained in these listing particulars is, or shall be relied upon as, a promise or representation, whether as to the past or the future. The initial purchasers assume no responsibility for the accuracy or completeness of the information contained in these listing particulars.

See "Risk Factors," following the "Summary," for a description of certain factors relating to an investment in the Notes, including information about our business. None of us, the initial purchasers or any of our or their representatives is making any representation to you regarding the legality of an investment by you under applicable legal investment or similar laws. You should consult with your own advisors as to legal, tax, business, financial and related aspects of a purchase of the Notes.

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT, OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY, OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

The Notes will be available initially only in book-entry form. We expect that the Notes will be issued in the form of one or more registered global notes. The global notes will be deposited with, or on behalf of, the Depository Trust Company ("DTC") and registered in its name or in the name of Cede & Co., its nominee. Beneficial interests in the global notes will be shown on, and transfers of beneficial interests in the global notes will be effected through, records maintained by DTC and its participants. The global notes offered under Regulation S, if any, to be deposited with the trustee as custodian for DTC, and beneficial interests in them may be held through the Euroclear Bank, S.A./N.V., as operator of the Euroclear System or Clearstream Banking, *société anonyme*. After the initial issuance of the global notes, certificated notes may be issued in registered form only in very limited circumstances, which shall be in minimum denominations of U.S.$150,000 and integral multiples of U.S.$1,000. See “Book-entry; Delivery and Form” for further discussion of these matters.

ENFORCEABILITY OF CIVIL LIABILITIES

A majority of our directors and officers, as well as certain of the experts named herein, reside outside of the United States. A substantial portion of our assets are located in Mexico, Peru, Thailand and Colombia, and several of such directors, officers and experts are located principally in Peru and Spain. As a result, it may not be possible for investors to effect service of process outside Mexico, Peru, Thailand, Colombia, or Spain upon such directors or officers, or to enforce against us or such parties in courts outside Mexico, Peru, Thailand, Colombia or Spain judgments predicated solely upon the civil liability provisions of the federal securities laws of the United States or other non-Mexican, non-Peruvian, non-Thailand, non-Colombian, or non-Spanish regulations, as applicable. In addition, local counsel to the Issuer have advised that there is doubt as to whether the courts of Mexico, Peru, Thailand, Colombia or Spain would enforce in all respects, to the same extent and in as timely a manner as a U.S. court or non-Mexican, non-Peruvian, non-Thailand, non-Colombian, or non-Spanish court, an original action predicated solely upon the civil liability provisions of the U.S. federal securities laws or other non-Mexican, non-Peruvian, non-Thailand, non-Colombian, or non-Spanish regulations, as applicable; and that the enforceability in Mexican, Peruvian, Thailand, Colombian, or Spanish courts of judgments of U.S. courts or non-Mexican, non-Peruvian, non-Thailand, non-Colombian, or non-Spanish courts predicated upon the civil liability provisions of the U.S. federal securities laws or other non-Mexican, non-Peruvian, non-Thailand, non-Colombian, or non-Spanish regulations, as applicable, will be subject to compliance with certain requirements under Mexican, Peruvian, Thailand, Colombian or Spanish law, including the condition that any such judgment does not violate Mexican, Peruvian, Thailand, Colombian, or Spanish public policy.

General

We have appointed International Corporate Solutions, Inc. as agent to receive service of process under the indenture governing the Notes, including with respect to any action brought against us in the United States District Court for the Southern District of New York under the federal securities laws of the United States or of any State of the United States or any action brought against us in the Supreme Court of the State of New York in the County of New York under the securities laws of the State of New York.

RELATIONSHIP OF ATIC AND AJE GROUP

As described in more detail in these listing particulars, Atic and its subsidiaries are ultimately controlled by the Añaños family and produce and distribute our soft drink products throughout Latin America and in Thailand through numerous brands. Callpa Limited, an affiliated sister company of Atic controlled by the Añaños family, also sells carbonated soft drink products under our Big Cola brand in India, Indonesia and Vietnam. We refer to Atic and its subsidiaries and Callpa Limited and its subsidiaries in certain of our product, publicity and marketing materials collectively as Aje Group. The Notes are the obligations of the Issuer and the Guarantees are the obligations of the Guarantors described herein. Neither the Notes nor the Guarantees are the obligations of Callpa Limited or any of its subsidiaries.

ADDITIONAL INFORMATION

While any Notes remain outstanding, we will make available, upon request, to any holder and any prospective purchaser of Notes the information required pursuant to Rule 144(A)(d)(4)(i) under the Securities Act, during any period in which we are not subject to Section 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”).

We intend to apply to list the Notes on the Official List of the Irish Stock Exchange and to trade the Notes on the Global Exchange Market. See “Listing and General Information.” No certainty can be given that the application once made, will be granted. Furthermore, admission of the Notes to the Official List and trading on the Global Exchange Market is not an indication of the merits of the Issuer, the Guarantors or the Notes. There can be no assurance that a trading market in the Notes will develop or be maintained. We will comply with any undertakings assumed or undertaken by us from time to time to the Global Exchange Market in connection with the Notes, and we will furnish to them all such information as the rules of the Global Exchange Market may require in connection with the listing of the Notes.

FORWARD-LOOKING STATEMENTS

These listing particulars contain forward-looking statements in addition to historical information. These statements appear in a number of places in these listing particulars, principally in "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "The Latin American and Thailand Soft Drink Industry" and "Business," and can be identified by the use of forward-looking terminology such as "believes," "estimates," "plans," "projects," "expects," "intends," "may," "is expected to," "will," "will continue," "should," "would be," "seeks" or "anticipates" or similar expressions or the negative thereof or other variations thereof or comparable terminology, or by discussions of strategy, plans, objectives, goals, expectations, intentions or future events. These forward-looking statements are primarily based on current expectations and projections about future events and financial trends that affect, or may affect, our business, financial condition, results of operation, liquidity and prospects, and include, without limitation, statements regarding our expectations and estimates concerning our future financial performance, financing plans and programs and the effects of competition; our plans regarding capital expenditures; anticipated trends and competition in the markets in which we operate; and the anticipated impact of legal and administrative proceedings.

Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions because they relate to future events and, therefore, depend on circumstances that may or may not occur in the future. Our future results may differ materially from those expressed in or suggested by these forward-looking statements. Many of the factors that will determine these results are beyond our ability to control or predict. Investors are cautioned not to put undue reliance on any forward-looking statements. Investors should understand that the following important factors, in addition to those discussed in these listing particulars, could affect our future results and could cause results to differ materially from those expressed in such forward-looking statements:

- general economic, political and business conditions in Latin America and Asia;
- our level of capitalization and debt or our inability to generate sufficient cash flow to meet our debt service;
- availability and cost of funding;
- our inability to meet any future capital requirements;
- weather conditions;
- natural disasters and other unforeseen events;
- increased competition in the Latin American and Thailand soft drink markets and other changes in the competitive and pricing environment;
- interest rate fluctuations, inflation and changes in the exchange rate of the Euro, Peruvian nuevo sol, Mexican peso, Colombian peso, the Venezuela bolívar fuerte and other currencies in the countries in which we operate;
- changes in the regulatory environment that may affect us, including changes in environmental, tax and acquisition-related rules and regulations and interpretations of these rules and regulations;
- credit risk, market risk and other risks of lending and investment activities;
- loss of customers and related lower revenue;
- our ability to sustain or improve our operating performance and implement our business strategies successfully;

- our inability to respond to consumer preferences, tastes or other trends or to innovate or market our products effectively;
- increases in prices or shortages in the availability of our raw materials;
- our success in managing relationships with our suppliers and our distribution network;
- unfavorable outcome of legal actions and/or administrative proceedings involving us; and
- other risks as set forth under "Risk Factors."

Forward-looking statements speak only as of the date they were made and neither we nor the initial purchasers undertake to update or revise any forward-looking statements, whether as a result of new information, future events, the occurrence of unanticipated events or otherwise.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Financial Information

The Notes will be fully and unconditionally guaranteed on a senior unsecured basis by the Guarantors, as described herein. These listing particulars include the audited historical consolidated annual accounts of Atic for the years ended December 31, 2011, 2010 and 2009.

Unless otherwise indicated, historical financial information in these listing particulars was derived from our audited consolidated annual accounts as of and for each of the three years ended December 31, 2011, 2010 and 2009, which were prepared in accordance with International Financial Reporting Standards, as adopted by the European Union ("IFRS-EU"). In these listing particulars, unless otherwise specified, references to Audited Consolidated Financial Statements are to the audited consolidated annual accounts as of and for each of the three years ended December 31, 2011, 2010 and 2009, which were prepared in accordance with IFRS-EU.

The financial information included in these listing particulars is not intended to comply with the reporting requirements of the U.S. Securities and Exchange Commission (the "SEC"). Compliance with such requirements would require the presentation of financial information either in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS-IASB"), or accounting principles generally accepted in the United States ("U.S. GAAP"), the modification or exclusion of certain information presented in these listing particulars and the presentation of certain other information not included in these listing particulars. In addition, IFRS-EU may differ from IFRS-IASB if, at any point in time, new or amended reporting standards have not been endorsed by the European Union and, IFRS-EU and U.S. GAAP differ in certain significant respects from each other.

In these listing particulars, unless otherwise specified, references to "€" or "euro" are to the euro, the common legal currency of the member states participating in the third stage of European Economic and Monetary Union; and references to "U.S.$," "US$," "$," "U.S. dollars" or "dollars" are to United States dollars.

Change in accounting policy

In our Audited Consolidated Financial Statements as of and for the year ended December 31, 2010, we recognized employee profit sharing as a liability and an expense using a formula based on the profits attributable to shareholders after certain tax adjustments to the corporate income tax base. Until 2009, we recognized this commitment using the criteria set out in International Accounting Standard 12, *Income tax* ("IAS 12"), under which a portion of our employees' profit sharing was deferred as a result of temporary differences which impacted the calculation base. In September 2010, the International Financial Reporting Interpretations Committee (the "IFRIC") concluded that our employees' profit sharing should be reported in the financial statements according to the policies set out in International Accounting Standard 19, *Employee benefits* ("IAS 19"). In 2010, we changed our accounting policy accordingly, treating profit sharing as short-term employee remuneration and eliminating the deferral of income tax due to temporary differences. In accordance with International Accounting Standard 8, *Accounting policies, changes in estimates and errors* ("IAS 8"), this change in policy has been applied retroactively, and the 2009 consolidated figures included for comparative purposes in our Audited Consolidated Financial Statements as of and for the year ended December 31, 2010 have been restated. The application of this change in accounting policy resulted in an increase of 2009 profit of €0.2 million, an increase in the 2009 total shareholders' equity and deferred tax liabilities of €1.7 million and €0.8 million, respectively, as well as a decrease in provisions for other liabilities and charges of €2.6 million. See also Note 1.5 to our Audited Consolidated Financial Statements as of and for the year ended December 31, 2010.

We discuss our Audited Consolidated Financial Statements as of and for the year ended December 31, 2009 in these listing particulars because we have not prepared and are not required to prepare a complete set of audited restated consolidated annual accounts as of and for the year ended December 31, 2009 and because we believe the impact of this change in accounting policy on our financial position and results of operations as of and for the year ended December 31, 2009 was not material. As a result, the results of operations for the years ended December 31, 2011 and 2010, on the one hand, and 2009, on the other hand, may not be fully comparable.

Non-GAAP Financial Measures

To be consistent with industry practice, we include certain financial measures that are not generally accepted accounting principles ("non-GAAP financial measures"), which are not required by or presented in accordance with IFRS-EU, as part of our financial disclosure, including "EBITDA" and "Adjusted EBITDA." We present non-GAAP financial measures because we believe that these measures and similar measures are widely used by certain investors, security analysts and other interested parties as supplemental measures to performance and liquidity. Accordingly, these non-GAAP financial measures do not have standardized meanings and may not be directly comparable to similarly-titled items adopted by other entities. Potential investors should not rely on information not required by IFRS-EU as a substitute for the IFRS-EU measures of gross profit, operating profit or cash flows from operating, investing and financing activities, in making an investment decision.

Market Information

Market data and other statistical information used throughout these listing particulars are based on independent industry publications, government publications and reports issued by market research firms or other public independent sources. Some data is also based on our own internal estimates, which are derived from our review of internal surveys, as well as independent sources. Although we believe that these sources are reliable, they have not been independently verified and we cannot guarantee its accuracy or completeness.

In addition, in many cases, we have based certain statements contained in these listing particulars regarding our industry and position in the industry on certain assumptions concerning our customers and competitors. These assumptions are based on our experience in the industry, conversations with our principal vendors and our own investigation of market conditions. We cannot assure you as to the accuracy of these assumptions, and they may not be indicative of our position in our industry.

Exchange Rates

Unless otherwise indicated, we have translated certain euro amounts included in these listing particulars into U.S. dollars using: (i) an exchange rate of U.S.$1.3920 per €1.00 for income statement and cash flow statement items for the year ended December 31, 2011, based on the average U.S. dollar commercial selling rate for the year ended December 31, 2011; (ii) an exchange rate of U.S.$1.2939 per €1.00 for balance sheet items as of December 31, 2011, based on the year end U.S. dollar commercial selling rate as of December 31, 2011; (iii) an exchange rate of U.S.$1.3257 per €1.00 for income statement and cash flow statement items for the year ended December 31, 2010, based on the average U.S. dollar commercial selling rate for the year ended December 31, 2010; and (iv) an exchange rate of U.S.$1.3362 per €1.00 for balance sheet items as of December 31, 2010, based on the U.S. dollar commercial selling rate as of December 31, 2010 for the euro amounts as of December 31, 2010, each as published by the European Central Bank. The exchange rate as of April 27, 2012 was U.S.$1.3229 per €1.00. See "Exchange Rates."

The U.S. dollar equivalent information presented in these listing particulars is provided solely for your convenience and should not be construed as implying that the amounts represent, or could have been or could be converted into, U.S. dollars at such rates or at any other rate. The euro/U.S. dollar exchange rate may fluctuate widely and the exchange rate described in this paragraph may not be indicative of future exchange rates. See "Exchange Rates" for information regarding euro/U.S. dollar exchange rates.

Rounding

We have made rounding adjustments to reach some of the figures included in these listing particulars. Accordingly, numerical figures shown as totals in some tables may not be an arithmetic aggregation of the figures that preceded them.

SUMMARY

This summary highlights information contained elsewhere in these listing particulars. This summary presents an overview of our business and does not contain all the information you should consider before investing in the Notes. You should read these entire listing particulars carefully, including the sections "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our Audited Consolidated Financial Statements and related notes included elsewhere in these listing particulars before investing in the Notes.

Unless the context otherwise requires or indicates, references in these listing particulars to "Atic," "we," "our," "us," "our company," and "our group" and like terms refer to Grupo Embotellador Atic, S.L., a Spanish limited liability company (sociedad limitada), and its subsidiaries, including Ajecorp B.V., a Netherlands private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) incorporated under Dutch law, which we refer to in these listing particulars as the "Issuer."

Overview

We are a leading, independent producer and distributor of carbonated soft drinks, nectar and citrus drinks, bottled water, isotonics, beer, tea and other beverages throughout Latin America (Colombia, Peru, Venezuela, Central America, Mexico, Ecuador and Brazil) and in Thailand. We sell our products through numerous brands, including our carbonated soft drink brand Big Cola and our non-carbonated soft drink brands Cifrut, Big Citrus, Pulp, Sporade, Cielo, Cool Tea and Free Tea. The majority of our operations are in countries with an investment grade long-term sovereign debt rating from an internationally recognized rating agency. We offer high quality products at low prices targeted primarily at consumers in mid to lower income segments. These segments are rapidly growing globally and include a majority of the population of Latin America. Further, the per capita consumption of soft drinks in many of the countries where we operate is lower than the more mature U.S. and European markets. By offering premium products to populations that are fast growing and under-served, we are able to rapidly grow our business.

We have 23 years of experience implementing our proven, innovative and entrepreneurial business model in numerous emerging markets. We focus on operational efficiency, low cost production and strong geographic diversification. We have a vertically integrated operating model in which we produce the majority of our products and packaging within our company to minimize external costs. We operate 20 resin injection machines (which create preforms for our plastic PET bottles), 83 beverage lines (which increase the size of the preforms and fill the bottles), and 10 compression lines (which produce our bottle caps). In addition, we have a unique and extensive distribution system tailored to our markets, which allows us to reach large portions of the population, especially in regions which our competitors have not served efficiently.

We are a global company with a sales and marketing strategy that is implemented on a region by region basis. We create, adapt and tailor our formulas, formats and presentations based on local consumer preferences. We have a global brand that we also adapt to local preferences in our markets through brand partnerships and aspirational marketing strategies in which we attempt to position our brands as international and high quality with a fair price. For example, we market our flagship brand, Big Cola, throughout Latin America and Thailand using innovative marketing partnerships with Futbol Club Barcelona of Spain, world famous soccer players David Villa and Dani Alves, the England Football Association (the "England FA") and several English Premier League soccer teams.

As of December 31, 2011, we were the 12th ranked Latin American multinational company according to America Economía 2011 Multilatina Ranking, which is based on several factors including international operations, total number of workers, geographic coverage and international growth potential. In 2011, we sold approximately 3.2 billion liters of beverages. In 2011, we generated revenue, gross profit and Adjusted EBITDA of €900.9 million (U.S.$1,254.1 million), €290.9 million (U.S.$405.0 million) and €82.3 million (U.S.$114.5 million), respectively, as compared to €907.4 million (U.S.$1,203.0 million), €308.9 million (U.S.$409.5 million) and €98.9 million (U.S.$131.1 million) respectively, in 2010. For more information about Adjusted EBITDA, see "Selected Financial Information."

The following is an overview of our operations by country/region for the year ended December 31, 2011:

	Revenue[1]	**Revenue**	**Percentage of Revenue**	**Units Sold**	**Adjusted EBITDA**[1][2]	**Adjusted EBITDA**[2]	**Adjusted EBITDA Margin**[3]	**Years of Operation**
	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)		(*in millions of liters*)	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*) (unaudited)	(unaudited)	
Peru.	227,657	163,547	18%	625.0	38,416	27,598	17%	22
Colombia..............	228,376	164,063	18%	527.8	32,409	23,282	14%	5
Thailand................	176,733	126,963	14%	379.2	18,121	13,018	10%	6
Venezuela.............	159,594	114,651	13%	188.9	18,356	13,187	12%	13
Central America ...	129,785	93,236	10%	377.3	17,816	12,799	14%	8
Mexico	249,650	179,346	20%	930.1	12,471	8,959	5%	10
Ecuador.	71,123	51,094	6%	180.7	7,464	5,362	11%	12
Brazil.....................	8,468	6,083	1%	38.2	(14,924)	(10,721)	(176)%	1
Other[4]..................	2,717	1,952			(15,602)	(11,208)	(574)%	6

(1) Amounts stated in U.S. dollars have been converted from euros using an exchange rate of U.S.$1.3920 per €1.00, based on the average U.S. dollar commercial selling rate for the year ended December 31, 2011.
(2) Adjusted EBITDA consists of profit for the year, excluding financial expenses, financial income, income tax expense, depreciation and amortization, and royalties paid to the Añaños family for use of their formulas and internal charges to Atic and our subsidiary, Acava Limited, for use of our trademarks, know-how and technical assistance.
(3) Adjusted EBITDA Margin is calculated by dividing Adjusted EBITDA by revenue.
(4) Represents royalty income from the Indonesian subsidiaries of Callpa Limited for the use of our Big Cola brand in that market and general corporate overhead expenses, including administration, payroll, market, IT and similar expenses.

Competitive Strengths

High Quality Product at a Fair Price Targeting a Growing Market. We offer high quality products at low prices targeted primarily at consumers within what are commonly referred to as the C, D and E economic segments. These segments are comprised respectively of persons with monthly incomes of U.S.$650, less than U.S.$500 and less than U.S.$100. The persons in these rapidly growing segments represent the majority of the population of Latin America. We believe that a good product does not have to be expensive and a fair priced product does not have to be low quality. We use first rate raw materials and state of the art machinery and equipment from leading and reputable suppliers to produce our products, and we develop, manufacture and bottle all of our own beverages. Our centralized management and support services and our efficient and vertically integrated production process helps to lower operating costs. Additionally, to keep transportation costs low, we have plants and distribution centers in densely populated areas in territories in which we operate. Further, in our marketing strategy, we seek to carefully target untapped market segments to maximize the value of our marketing investments. In pursuing this strategy, we have been able to grow our business while spending no more than 4% of our consolidated net sales on our marketing efforts. We believe that all of these measures allow us to offer a product that is lower in price than that of our competitors without sacrificing quality, which makes our products attractive to our target markets.

Geographic and Product Portfolio Diversification. We have operations in thirteen countries in Latin America and Asia, which include some of the largest markets for carbonated soft drinks in these regions. We believe our significant and diversified market presence reduces our dependence on any one market and helps stabilize the impact of individual countries' economic cycles on our revenue. This diversification allows us to have a mixed source of income, minimize seasonal cash flow deficiencies and minimize economic and political risks.

We also have a wide range of products in eight beverage categories, which includes carbonated and non-carbonated soft drinks. We believe that the recent consumer focus on health and wellness will lead to increased sales of our juice and nectar, isotonics, energy drinks and water. We believe our extensive beverage portfolio enables us to satisfy a wide variety of consumer preferences across various demographic profiles and regions.

Innovative Business Model. We are a global company with an innovative business model that allows us to respond quickly to market opportunities and to widely distribute our product to consumers. Because we do not license our formulas from an unaffiliated party, we are able to change the formulas we use, create new products based on consumer preferences and adjust our products for the tastes of the local markets where we operate. We also sell our products in formats tailored to the consumption levels of the applicable local market. We are able to quickly adapt the formulas, formats and presentations to meet consumer preferences.

We have an extensive distribution network, which covers thirteen countries in Latin America and Asia. This distribution network focuses on local "mom & pop" shops, which are small businesses that make up the traditional points of sale in most of the markets in which we operate. We also have numerous distribution centers and exclusive third party distributors with their own sales forces who possess the knowledge and ability to efficiently sell and promote our products in the different countries in which we operate.

High Growth Potential. We believe the soft drink market in many Latin American countries and Thailand is underdeveloped in terms of per capita consumption as compared to the more mature U.S. and European markets, which is generally more than 240 liters. According to Euromonitor, Peruvian per capita consumption of soft drinks was only 86 liters in 2011. Other large markets, including Colombia, Thailand and Brazil, also have relatively low per capita consumption (98 liters, 98 liters and 127 liters, respectively). In particular, we recently entered the Brazilian market and believe this market will offer opportunities for future growth as we accelerate our initiatives there. While there are a number of strong and well-known competitors in the carbonated soft drink markets in Latin America and Thailand, there are fewer options and fewer competitors in the non-soft drink markets where we operate. Products such as teas, isotonics, energy drinks and water offer further growth potential.

In addition, a number of the countries in which we operate are experiencing GDP growth. As GDP increases, consumers have more disposable income to spend on products such as soft drinks. We believe that the GDP growth coupled with the low consumption rates create potential for market growth in the countries in which we operate.

Experienced Management. Our Board of Directors and management have extensive experience in the beverage industry. Our experienced management team provides us with a strong knowledge of the industry, international soft drink markets, familiarity with our customers, and understanding of the development, manufacture and sale of our products. On average our senior managers have over ten years of experience in the beverage industry.

Business Strategy

Optimize and Expand our Distribution Network. We have developed a successful distribution model that is tailored to the specific characteristics of emerging markets. We employ both small and large third party fleets to distribute our products, and this third party model allows us to operate efficiently and avoid many fixed costs (payroll, fleet maintenance, among others) associated with managing our own distribution. We provide our third party fleets with the flexibility to change order placements "on the road," allowing them to take advantage of new sales opportunities. Many of these distributors are small, family run operations. We seek to foster a high degree of loyalty among these distributors by supporting the growth of their businesses through the customized training, exclusive distribution relationships and full support services we offer. We plan to optimize our current distribution network by using promotional strategies to increase the number of communications between our distributors and the points of sale, increasing our product offerings in certain markets and specifically tailoring the mix of our product offerings for our distributors. We plan to expand our distribution network by developing new distribution centers and increasing the number of exclusive third party distributors.

Continue to Focus on Cost Efficiencies. To continue to provide high quality products at low cost, we will continue to reduce our costs and make our business more efficient. We will continue to consolidate our manufacturing activities so that we are able to produce all components of our product internally. For example, we have our own sugar refining machinery, which converts regular sugar into syrup and also allows us to create a variety of flavors. Additionally, we recently decreased both the weight of our plastic bottles and the size of our bottle caps, and this has allowed us to create the same number of plastic bottles using less polyethylene terephthalate ("PET") per bottle, which in turn lowered our operating costs. We will continue to seek out these cost-saving techniques and opportunities.

Continue to Elevate Our Brand Image. Over the past few years, we believe that we have increased recognition and knowledge of our most popular brand, Big Cola. In terms of "top of mind" awareness, a test which measures the brands that first come to mind for a given industry, and resulting market share growth, we have made significant gains for our Big Cola brand over the past few years. For example, according to Euromonitor, we have increased our carbonated soft drink market share in Thailand from 11.3% in 2007 to 18.3% in 2011. We believe that we can make similar gains for our other products through advertising and increased sales, and that we can increase our presence in certain markets by making our brand and our products more desirable and well-known. In this regard, we have a partnership with Football Club Barcelona and world famous soccer players, David Villa and Dani Alves, and use their images in a number of our advertisements in Latin America in an effort to brand our products as international and high quality. We also have a partnership with the England FA and the English Premier League Soccer teams, Everton Football Club, Stoke City Football Club, West Bromwich Albion and Wigan Athletic Football Club, and we have developed a similar marketing campaign in Thailand where English soccer is extremely popular. We also partner with popular movies in order to further promote our products and increase brand awareness. For example, Cifrut and Pulp advertisements featured characters from Dreamworks films such as Kung Fu Panda and Shrek.

Diversify our Product Portfolio. In a number of the markets where we operate, we intend to diversify our beverage portfolio to offer other non-carbonated soft drink beverages. In many of these markets, there are limited options currently available for affordable products such as teas, isotonics, nectar and citrus beverages, and, consequently, we believe the markets for these beverages are undeveloped. By increasing the products available to consumers, we can increase overall consumption of our beverage products, especially in segments with low per capita consumption. For example, we believe that there are substantial opportunities for growth in Thailand and Colombia where 98% and 82%, respectively, of our sales in 2011 were for carbonated soft drinks. We intend to introduce products that we have successfully launched in Peru and have the greatest profit margins into certain of our other markets. Further, we intend to introduce products with flavors and formats tailored to local taste preferences and consumption levels.

Our History

On June 23, 1988, the Añaños family started our beverage operations by selling their homemade carbonated beverage, Kola Real, in Ayacucho, Peru to their friends and neighbors, using traditional utensils to make the beverage and bottling it in old beer bottles. The business soon expanded distribution to "mom & pop" shops in several cities throughout Peru that were less attended by our competitors including Huancayo, Bagua and Sullana. In 1997, we entered the Lima soft drink market, which is now our primary point of sale in Peru. We currently operate eight plants in Peru, and we have the highest market share in Peru in many beverage categories, including water, sports drinks and citrus beverage.

In 1999, we started our international operations by launching our products in Venezuela. When we began operations in Venezuela, 98% of the soft drink market used glass bottles. We took this opportunity to differentiate ourselves from the rest of the market and launched our PET (plastic) bottles.

In 2002, we launched our products in Mexico, a market with the second highest soft drink per capita consumption level in the world. We began our Central American operations in Guatemala in 2005, and we currently also operate in Costa Rica, El Salvador, Honduras, Nicaragua and Panama.

In 2006, we consolidated our operations in Spain under Atic. We chose Spain because it had same day access to both the Latin American and Asian markets due to its geographical location.

In 2006, we began our operations in Thailand. We believe that we significantly contributed to the expansion of the carbonated soft drink market in Thailand, as our sales in 2007 Thailand grew 448% as compared to 2006, reaching U.S.$73 million. The impressive results of the Thailand experience demonstrated that our business model in Latin America could be replicated in countries with similar consumer characteristics.

In 2007, we began operations in Colombia, with a plant in the town of Funza, Bogota. We first introduced products under our flagship brand, Big Cola, in this market to further strengthen this brand in Latin America.

In 2011, we entered the Brazilian market with a manufacturing plant in Rio de Janeiro.

Corporate Reorganization and Conversion of Atic

Atic and its subsidiary, Justpoint Investments S.L. (the "Spanish Subsidiary"), have been formed under Spanish law as private companies with limited liability (*sociedad limitadas*). As a result of certain restrictions under Spanish law related to the ability of such companies to provide guarantees of negotiable instruments, on the date of issuance, Atic and the Spanish Subsidiary will not be able to provide a Guarantee. In order to provide a Guarantee, Atic will convert under Spanish law into a public company with limited liability (*sociedad anónima*) (the "Conversion") and, in connection with the Conversion, will effect a corporate reorganization (the "Reorganization") for tax reasons. While we believe that the Conversion could otherwise be effected relatively quickly, we expect that it will take approximately one to three months for Atic to complete the Reorganization. Until such time as Atic provides a Guarantee following completion of the Reorganization and Conversion, the indenture governing the Notes will limit the amount of indebtedness that Atic may incur to U.S.$1.0 million and Atic further will not (i) consensually secure any of its indebtedness or (ii) make any restricted payments unless such payments are permitted investments under the indenture governing the Notes. Additionally, as described in more detail below, Atic plans to repay the outstanding indebtedness for which it is directly liable with the net proceeds from this offering. The Spanish Subsidiary will remain a private company with limited liability, will not be a Subsidiary Guarantor and will be a non-guarantor restricted subsidiary under the indenture governing the Notes.

As of December 31, 2011, Atic's sole assets were its direct and indirect interests in all of our subsidiaries and it had approximately €25.6 million in direct liabilities under certain of our outstanding bank indebtedness. After giving effect to the issuance and sale of the Notes and the application of the net proceeds from this offering as described under "Use of Proceeds," none of such outstanding indebtedness will remain outstanding.

As of December 31, 2011, the Spanish Subsidiary had €1.9 million in indebtedness outstanding. We expect the Spanish Subsidiary to remain a non-guarantor restricted subsidiary indefinitely. The indenture governing the Notes limits the amount of indebtedness that a non-guarantor restricted subsidiary may incur to U.S.$1.0 million.

For additional information regarding the risks associated with non-Guarantors, see "Risk Factors—Risks Related to the Notes—Atic will not be able to guarantee the Notes at the date of the closing of the Notes and, until Atic guarantees the Notes, holders of the Notes will not be able to make any claims in respect of Atic's assets to satisfy obligations owing with respect to the Notes. Furthermore, not all of Atic's subsidiaries will guarantee the Notes, and the assets of any non-guarantor subsidiaries may not be available to make payments on the Notes."

Overview of the Issuer

The Issuer is incorporated for the purpose of financing activities and was incorporated under Dutch law as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), under the name Ajecorp B.V. on April 27, 2012. The corporate seat of the Issuer is at Amsterdam, the Netherlands. The registered office of the Issuer is Herengracht 518H, 1017CC, Amsterdam, the Netherlands, and the telephone number is +31 (0)20 7155914. The Issuer is a wholly-owned subsidiary of Atic.

As long as the Notes are listed on the Irish Stock Exchange, the Issuer will be subject to insider trading rules in the Netherlands pursuant to the Netherlands Financial Supervision Act (*Wet op het financieel toezicht*) and the regulations promulgated thereunder.

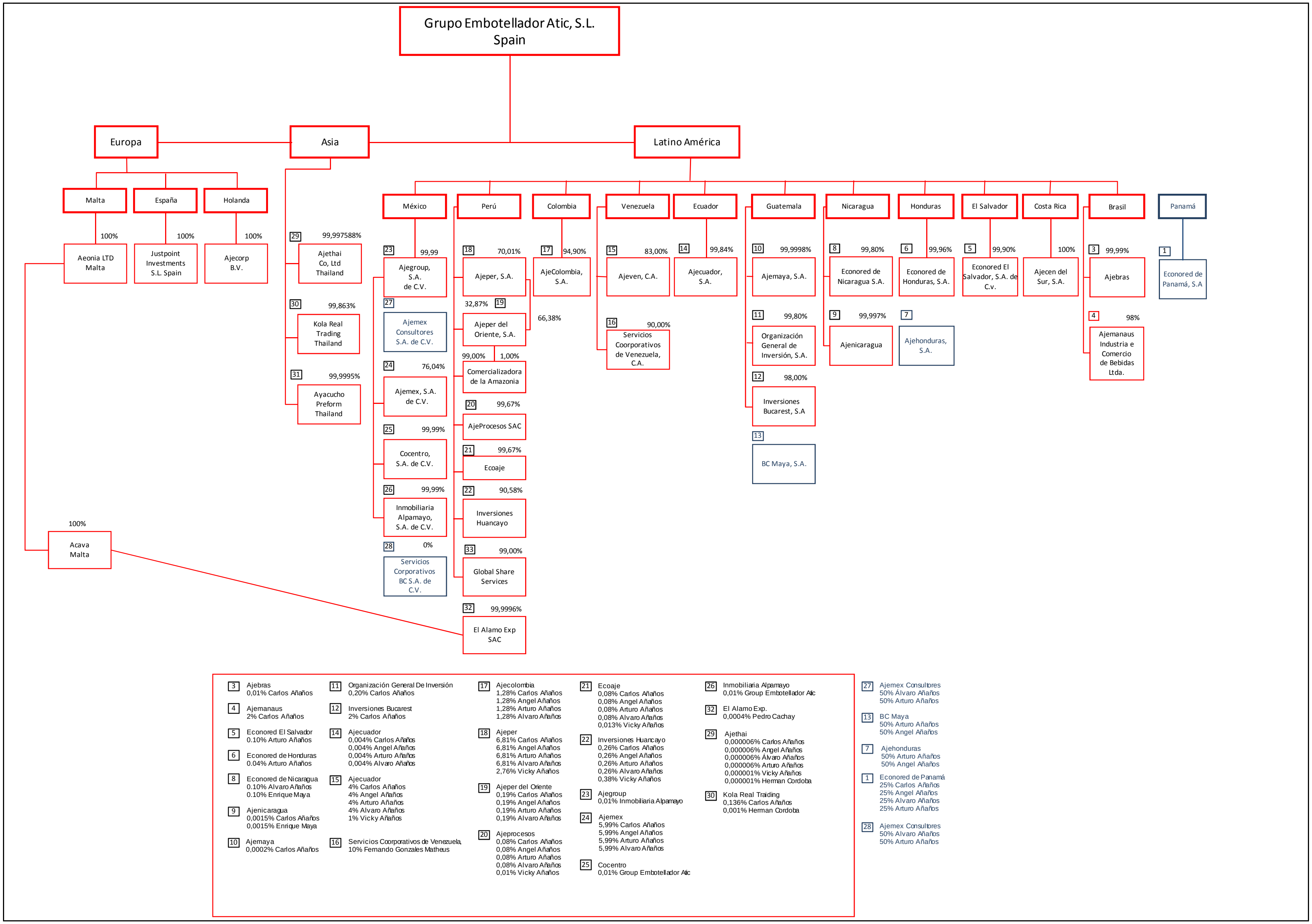
Overview of Ajeper

As of December 31, 2011, Ajeper S.A. ("Ajeper") accounted for approximately 22.4% of our total assets. Ajeper is incorporated on September 27, 1997 for the purpose of selling and distributing soft drinks and was incorporated under Peruvian law as a *sociedad anónima*. The registered office of Ajeper is Avenida La Paz, Manzana A, Lote 30, Santa María de Huachipa, Lurigancho, Lima, Peru. Atic owns 70.01% of Ajeper, and the rest of the capital stock is owned by the Añaños family.

Corporate Structure

Our headquarters and registered office is located at Avenida de la Vega 1 - Edificio 1 - 2da Planta, Oficina Este -28108, Alcobendas (Madrid), Spain. We can be contacted by telephone at +34 916 624 725, and our website is http://www.ajegroup.com/.

We are an operating company with 39 subsidiaries. The following organizational chart shows our summarized shareholder structure and subsidiaries:



Grupo Embotellador Atic, S.L. Spain
Europa
Asia
Latino América
Malta
España
Holanda
100%
Aeonia LTD Malta
100%
Justpoint Investments S.L. Spain
100%
Ajecorp B.V.
100%
Acava Malta
29 99,997588%
Ajethai Co, Ltd Thailand
30 99,863%
Kola Real Trading Thailand
31 99,9995%
Ayacucho Preform Thailand
México
Perú
Colombia
Venezuela
Ecuador
Guatemala
Nicaragua
Honduras
El Salvador
Costa Rica
Brasil
Panamá
23 99,99
Ajegroup, S.A. de C.V.
27
Ajemex Consultores S.A. de C.V.
24 76,04%
Ajemex, S.A. de C.V.
25 99,99%
Cocentro, S.A. de C.V.
26 99,99%
Inmobiliaria Alpamayo, S.A. de C.V.
28 0%
Servicios Corporativos BC S.A. de C.V.
18 70,01%
Ajeper, S.A.
32,87% 19
Ajeper del Oriente, S.A.
66,38%
99,00% 1,00%
Comercializadora de la Amazonia
20 99,67%
AjeProcesos SAC
21 99,67%
Ecoaje
22 90,58%
Inversiones Huancayo
33 99,00%
Global Share Services
32 99,9996%
El Alamo Exp SAC
17 94,90%
AjeColombia, S.A.
15 83,00%
Ajeven, C.A.
16 90,00%
Servicios Coorporativos de Venezuela, C.A.
14 99,84%
Ajecuador, S.A.
10 99,9998%
Ajemaya, S.A.
11 99,80%
Organización General de Inversión, S.A.
12 98,00%
Inversiones Bucarest, S.A
13
BC Maya, S.A.
8 99,80%
Econored de Nicaragua S.A.
9 99,997%
Ajenicaragua
6 99,96%
Econored de Honduras, S.A.
7
Ajehonduras, S.A.
5 99,90%
Econored El Salvador, S.A. de C.v.
100%
Ajecen del Sur, S.A.
3 99,99%
Ajebras
4 98%
Ajemanaus Industria e Comercio de Bebidas Ltda.
1
Econored de Panamá, S.A
3 Ajebras
0,01% Carlos Añaños
4 Ajemanaus
2% Carlos Añaños
5 Econored El Salvador
0.10% Arturo Añaños
6 Econored de Honduras
0.04% Arturo Añaños
8 Econored de Nicaragua
0.10% Alvaro Añaños
0.10% Enrique Maya
9 Ajenicaragua
0,0015% Carlos Añaños
0,0015% Enrique Maya
10 Ajemaya
0,0002% Carlos Añaños
11 Organización General De Inversión
0,20% Carlos Añaños
12 Inversiones Bucarest
2% Carlos Añaños
14 Ajecuador
0,004% Carlos Añaños
0,004% Angel Añaños
0,004% Arturo Añaños
0,004% Alvaro Añaños
15 Ajecuador
4% Carlos Añaños
4% Angel Añaños
4% Arturo Añaños
4% Alvaro Añaños
1% Vicky Añaños
16 Servicios Coorporativos de Venezuela,
10% Fernando Gonzales Matheus
17 Ajecolombia
1,28% Carlos Añaños
1,28% Angel Añaños
1,28% Arturo Añaños
1,28% Alvaro Añaños
18 Ajeper
6,81% Carlos Añaños
6,81% Angel Añaños
6,81% Arturo Añaños
6,81% Alvaro Añaños
2,76% Vicky Añaños
19 Ajeper del Oriente
0,19% Carlos Añaños
0,19% Angel Añaños
0,19% Arturo Añaños
0,19% Alvaro Añaños
20 Ajeprocesos
0,08% Carlos Añaños
0,08% Angel Añaños
0,08% Arturo Añaños
0,08% Alvaro Añaños
0,01% Vicky Añaños
21 Ecoaje
0,08% Carlos Añaños
0,08% Angel Añaños
0,08% Arturo Añaños
0,08% Alvaro Añaños
0,013% Vicky Añaños
22 Inversiones Huancayo
0,26% Carlos Añaños
0,26% Angel Añaños
0,26% Arturo Añaños
0,26% Alvaro Añaños
0,38% Vicky Añaños
23 Ajegroup
0,01% Inmobiliaria Alpamayo
24 Ajemex
5,99% Carlos Añaños
5,99% Angel Añaños
5,99% Arturo Añaños
5,99% Alvaro Añaños
25 Cocentro
0,01% Group Embotellador Atic
26 Inmobiliaria Alpamayo
0,01% Group Embotellador Atic
32 El Alamo Exp.
0,0004% Pedro Cachay
29 Ajethai
0,000006% Carlos Añaños
0,000006% Angel Añaños
0,000006% Álvaro Añaños
0,000006% Arturo Añaños
0,000001% Vicky Añaños
0,000001% Herman Cordoba
30 Kola Real Traiding
0,136% Carlos Añaños
0,001% Herman Cordoba
27 Ajemex Consultores
50% Álvaro Añaños
50% Arturo Añaños
13 BC Maya
50% Arturo Añaños
50% Angel Añaños
7 Ajehonduras
50% Arturo Añaños
50% Angel Añaños
1 Econored de Panamá
25% Carlos Añaños
25% Angel Añaños
25% Alvaro Añaños
25% Arturo Añaños
28 Ajemex Consultores
50% Alvaro Añaños
50% Arturo Añaños

THE OFFERING

The following is a brief summary of some of the terms of this offering. For a more complete description of the terms of the Notes, see "Description of the Notes" in these listing particulars.

Issuer..	Ajecorp B.V., a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under Dutch law, having its corporate seat in Amsterdam, the Netherlands and having its registered office at Herengracht 518H, 1017CC, Amsterdam, the Netherlands, registered with the trade register of the Dutch chamber of commerce under number 55202160.
Guarantors..	The Issuer's parent, Atic, following the Reorganization and Conversion and provided that it is a Guarantor in accordance with applicable law, and certain Restricted Subsidiaries of Atic. As of the date of issuance, the Guarantors will be Ajecen del Sur, S.A., Econored El Salvador, S.A. de C.V., Ajemaya, S.A., Inversiones Bucarest, S.A., Organizaciòn General de Inversiòn, S.A., Econored de Honduras, S. A., Econored de Nicaragua, S.A., Ajenicaragua, S.A., Ajegroup, S.A. de C.V., Ajemex, S.A. de C.V., Cocentro, S.A. de C.V., Inmobiliaria Alpamayo, S.A. de C.V., Ajebras Industria e Comercio de Bebidas, Ltda., Ajemanaus Industria e Comercio de Bebidas Ltda., Ajecolombia, S.A., Ajecuador, S.A., Ajeper, S. A., Comercializadora de la Amazonía S.A.C., Ajeper del Oriente, S.A., Ajeprocesos, S.A.C., Inversiones Huancayo, S.A., EcoAje S.A.C., Global Shared Services S.A.C., El Álamo Export, S.A.C., Ajeven, C.A., Servicios Corporativos de Venezuela C.A., Acava, Limited and Aeonia, Limited. On the date of issuance, Ajethai Co. Ltd., Ayacucho Preforms Co. Ltd. and Kola Real Trading, Co. Ltd. (the "Thailand Subsidiaries") will not provide a Guarantee because they must first apply for and obtain a foreign business license from the Thai Ministry of Commerce. The Thailand Subsidiaries expect to apply for the license to provide a Guarantee less than 15 days after the date of the closing of the Notes. We expect that it will take between five and seven months to receive these licenses after the application has been filed. As of the date of these listing particulars, the non-Guarantor entities are Atic, the Thailand Subsidiaries, the Spanish Subsidiary, BC Maya S.A., Ajehonduras S.A., Econored de Panama S.A., Ajemex Consultores, S.A. de C.V. and Servicios Corporativos BC, S.A. de C.V.
Notes offered	U.S.$300 million aggregate principal amount of 6.50% senior notes due 2022 .
Issue price	100%
Maturity date..	May 14, 2022.
Interest payment dates	May 14 and November 14 of each year, commencing on November 14, 2012
Interest	The Notes will bear interest from May 14, 2012 at the annual rate of 6.50%, payable semi-annually in arrears on each interest payment date.

Guarantees	The obligations under the Notes will be fully and unconditionally guaranteed (each, a "Guarantee"), on a senior unsecured basis, by the Guarantors. See "Description of Notes—Guarantees."
Ranking	The Notes and Guarantees will be senior unsecured obligations and will rank equal in right of payment with all of the Issuer's and the Guarantors' existing and future senior unsecured indebtedness. The Notes and the Guarantees will effectively rank junior to all of the Issuer's and the Guarantors' secured indebtedness to the extent of the value of the assets securing such indebtedness. As of December 31, 2011, after giving pro forma effect to the issuance and sale of the Notes and the application of the net proceeds from this offering as described under "Use of Proceeds" and the repayment of U.S.$ 91.0 million of certain other indebtedness, we would have had consolidated total indebtedness of U.S.$359.9 million. Of this amount, U.S.$15.4 million would have been secured indebtedness.
Optional redemption	On or after May 14, 2017, we may redeem some or all of the Notes at any time at the redemption prices set forth in "Description of the Notes — Optional Redemption." Before May 14, 2017, we may also redeem the Notes, in whole but not in part, at a redemption price based on a "make-whole" premium. In addition, prior to or on May 14, 2015, we may redeem up to 35.0% of the original principal amount of the Notes with the net proceeds from certain equity offerings by us, at a price of 106.50% of the aggregate principal amount thereof, plus accrued and unpaid interest.
Change of Control Offer	If Atic experiences any occurrences of a Change of Control (as defined in "Description of the Notes"), we will be required to make an offer to purchase the Notes at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest. See "Description of the Notes — Change of Control" and "— Certain Definitions."
Covenants	The indenture governing the Notes will contain covenants that limit future actions to be taken, or transactions to be entered into, by the Issuer, the Parent and its restricted subsidiaries. The indenture limits the ability of the Issuer, the Parent and its restricted subsidiaries to, among other things: • incur additional indebtedness; • pay dividends on our capital stock or redeem, repurchase or retire our capital stock or subordinated indebtedness; • make investments; • create liens; • create limitations on the ability of our restricted subsidiaries to pay dividends, make loans or transfer property to us; • engage in transactions with affiliates; • sell assets, including capital stock of our subsidiaries; and

	• consolidate, merge or transfer assets. These covenants are subject to important qualifications and exceptions. See "Description of the Notes — Covenants."
Events of default	For a discussion of certain events of default that will permit acceleration of the principal of the Notes plus accrued interest, and any other amounts due with respect to the Notes, see "Description of Notes — Events of Default."
Use of proceeds	The proceeds from the issue of the Notes will be used to prepay the principal amount outstanding under the U.S.$100 million unsecured guaranteed loan agreement with Coöperative Central Raiffeisen – Boerenleenbank, B.A. ("Rabobank Nederland"), New York branch, an affiliate of Rabo Securities USA, Inc., one of the initial purchasers in this offering, the principal amount outstanding under the U.S.$38.6 million secured credit facility with Banco Internacional del Perú – Interbank ("Interbank"), one of the initial purchasers in this offering, and U.S.$23.3 million of indebtedness of the Thailand Subsidiaries. We intend to use the remainder, if any, for general corporate purposes and capital expenditures. See "Use of Proceeds."
Form and denomination; settlement	The Notes will be issued in the form of global notes without coupons, registered in the name of a nominee of The Depository Trust Company and its direct and indirect participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, société anonyme. The Notes will be issued in minimum denominations of U.S.$150,000 and integral multiples of U.S.$1,000 in excess thereof.
Transfer restrictions	We have not registered the Notes under the Securities Act. The Notes are subject to restrictions on transfer and may only be offered in transactions exempt from or not subject to the registration requirements of the Securities Act. See "Transfer Restrictions."
Listing	We intend to apply to list the Notes on the official list of the Irish Stock Exchange and to trading on the Global Exchange Market. However, we cannot assure you that the listing application will be approved.
Governing law	The indenture and the Notes will be governed by the laws of the State of New York.
Trustee, registrar, paying agent and transfer agent	The Bank of New York Mellon
Irish listing agent	The Bank of New York Mellon (Ireland) Limited
Selling restrictions	There are restrictions on persons to whom Notes can be sold, and on the distribution of these listing particulars, as described in "Plan of Distribution."

You should carefully consider all of the information contained in these listing particulars prior to investing in the notes. In particular, we urge you to carefully consider the information set forth under "Risk Factors" for a discussion of risks and uncertainties relating to us, our subsidiaries, our business, our shareholders and an investment in the Notes.

SUMMARY FINANCIAL AND OTHER INFORMATION

The tables below present summary financial and operating data as of and for the periods indicated. You should read the information below in conjunction with the Audited Consolidated Financial Statements and notes included elsewhere in these listing particulars, as well as the sections entitled "Presentation of Financial Information," "Selected Financial and Operating Data" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in these listing particulars.

The consolidated balance sheet data as of December 31, 2011, 2010 and 2009 and the consolidated income statement data for the years ended December 31, 2011, 2010 and 2009 have been derived from our Audited Consolidated Financial Statements as of and for the years ended December 31, 2011, 2010 and 2009, which have been prepared in accordance with IFRS-EU.

The U.S. dollar amounts provided below are translations from the euro amounts, provided solely for your convenience, at an exchange rate of (i) an exchange rate of U.S.$1.3920 per €1.00 for income statement and cash flow statement items for the year ended December 31, 2011, based on the average U.S. dollar commercial selling rate for the year ended December 31, 2011; (ii) an exchange rate of U.S.$1.2939 per €1.00 for balance sheet items as of December 31, 2011, based on the year end U.S. dollar commercial selling rate as of December 31, 2011; (iii) an exchange rate of U.S.$1.3257 per €1.00 for income statement and cash flow statement items for the year ended December 31, 2010, based on the average U.S. dollar commercial selling rate for the year ended December 31, 2010; and (iv) an exchange rate of U.S.$1.3362 per €1.00 for balance sheet items as of December 31, 2010, based on the U.S. dollar commercial selling rate as of December 31, 2010 for the euro amounts as of December 31, 2010, each as published by the European Central Bank. See "Exchange Rates" for information regarding the rates of exchange between the euro and the U.S. dollar for the periods specified therein. These translations should not be construed as implying that the amounts represent, or could have been or could be converted into, U.S. dollars at such rates or at any other rate. The exchange rate as of April 27, 2012 was U.S.$1.3229 per €1.00.

In our Audited Consolidated Financial Statements as of and for the year ended December 31, 2010, we recognized employee profit sharing as a liability and an expense using a formula based on the profits attributable to shareholders after certain tax adjustments to the corporate income tax base. Until 2009, we recognized this commitment using the criteria set out in International Accounting Standard 12, *Income tax* ("IAS 12"), under which a portion of our employees' profit sharing was deferred as a result of temporary differences which impacted the calculation base. In September 2010, the IFRIC concluded that our employees' profit sharing should be reported in the financial statements according to the policies set out in International Accounting Standard 19, *Employee benefits* ("IAS 19"). In 2010, we changed our accounting policy accordingly, treating profit sharing as short-term employee remuneration and eliminating the deferral of income tax due to temporary differences. In accordance with International Accounting Standard 8, *Accounting policies, changes in estimates and errors* ("IAS 8"), this change in policy has been applied retroactively, and the 2009 consolidated figures included for comparative purposes in our Audited Consolidated Financial Statements as of and for the year ended December 31, 2010 have been restated. The application of this change in accounting policy resulted in an increase of 2009 profit of €0.2 million, an increase in the 2009 total shareholders' equity and deferred tax liabilities of €1.7 million and €0.8 million, respectively, as well as a decrease in provisions for other liabilities and charges of €2.6 million. See also Note 1.5 to our Audited Consolidated Financial Statements as of and for the year ended December 31, 2010.

We discuss our Audited Consolidated Financial Statements as of and for the year ended December 31, 2009 in these listing particulars because we have not prepared and are not required to prepare a complete set of audited restated consolidated annual accounts as of and for the year ended December 31, 2009 and because we believe the impact of this change in accounting policy on our financial position and results of operations as of and for the year ended December 31, 2009 was not material. As a result, the results of operations for the years ended December 31, 2011 and 2010, on the one hand, and 2009, on the other hand, may not be fully comparable.

Consolidated Income Statement Data for the Years Ended December 31, 2011, 2010 and 2009

	Year Ended December 31,				
	2011	2011	2010	2010	2009
	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of €*)
Revenue	**1,254,102**	**900,935**	**1,203,002**	**907,447**	**799,974**
Cost of goods sold	(849,145)	(610,018)	(793,467)	(598,527)	(526,351)
Gross profit	**404,957**	**290,917**	**409,535**	**308,920**	**273,623**
Selling expenses	(227,883)	(163,709)	(219,964)	(165,923)	(113,506)
Administrative expenses	(115,519)	(82,988)	(109,178)	(82,355)	(74,923)
Other operating income (expenses)	2,291	1,646	952	718	(2,543)
Operating profit	**63,846**	**45,866**	**81,345**	**61,360**	**82,651**
Financial expenses	(55,331)	(39,749)	(38,386)	(28,955)	(14,804)
Financial income	7,489	5,380	5,746	4,334	7,666
Profit before taxes	**16,004**	**11,497**	**48,705**	**36,739**	**75,513**
Income tax expense	(10,540)	(7,572)	(11,060)	(8,343)	(16,103)
Profit for the year	**5,464**	**3,925**	**37,645**	**28,396**	**59,410**
Profit attributable to:					
Shareholders of the parent company	7,677	5,515	32,607	24,596	56,139
Non-controlling interests	(2,213)	(1,590)	5,038	3,800	3,271

Consolidated Balance Sheet Data as of December 31, 2011, 2010 and 2009

	As of December 31,				
	2011	2011	2010	2010	2009
	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of €*)
Assets					
Non-current assets					
Property, plant and equipment	468,139	361,805	445,251	333,222	260,107
Intangible assets	811	627	445	333	22
Investments in associates	78	60	–	–	–
Deferred tax assets	28,814	22,269	20,556	15,384	9,768
Available-for-sale financial assets	1,395	1,078	1,158	867	15,485
Other receivables	8,936	6,906	9,034	6,761	4,562
Total non-current assets	**508,173**	**392,745**	**476,444**	**356,567**	**289,944**
Current assets					
Inventories	125,991	97,373	105,166	78,705	92,870
Current income tax assets	39,952	30,877	29,368	21,979	5,064
Trade and other receivables	195,266	150,913	156,596	117,195	72,626
Derivative financial instruments	–	–	–	–	40
Other financial assets at fair value through profit or loss	–	–	755	565	–
Cash and cash equivalents	22,713	17,554	11,652	8,720	25,370
Total current assets	**383,921**	**296,717**	**303,536**	**227,164**	**195,970**
Total assets	**892,094**	**689,462**	**779,980**	**583,731**	**485,914**

	As of December 31,				
	2011	2011	2010	2010	2009
Equity and liabilities	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of €*)
Equity					
Share capital	12,766	9,866	13,183	9,866	9,866
Accumulated translation difference	18,862	14,578	14,669	10,978	903
Revaluation reserve	–	–	–	–	(1,329)
Retained earnings	96,918	74,904	102,687	76,850	93,154
Total equity attributable to owners of the parent company	**128,546**	**99,348**	**130,539**	**97,694**	**102,594**
Non-controlling interest	48,838	37,745	52,666	39,415	34,697
Total equity	**177,384**	**137,093**	**183,205**	**137,109**	**137,291**
Non-current liabilities					
Borrowings	207,442	160,323	128,375	96,075	92,824
Other long term accounts payable	–	–	–	–	514
Current income tax liabilities	10,043	7,762	14,117	10,565	9,708
Deferred tax liability	25,107	19,404	19,264	14,417	13,242
Provision for other liabilities and charges	9,057	7,000	1,583	1,185	2,852
Total non-current liabilities	**251,649**	**194,489**	**163,339**	**122,242**	**119,140**
Current liabilities					
Borrowings	104,589	80,832	107,556	80,494	66,649
Trade and other payables	339,110	262,084	306,194	229,153	150,587
Current income tax liabilities	18,368	14,196	13,016	9,741	5,736
Derivative financial instruments	–	–	–	–	835
Provision for other liabilities and charges	994	768	6,670	4,992	5,676
Total current liabilities	**463,061**	**357,880**	**433,436**	**324,380**	**229,483**
Total equity and liabilities	**892,094**	**689,462**	**779,980**	**583,731**	**485,914**

Other Consolidated Financial Information

	As of and for the Year Ended December 31,				
	2011	2011	2010	2010	2009
	(*in thousands of U.S.$, except percentages*) (unaudited)	(*in thousands of €, except percentages*) (unaudited)	(*in thousands of U.S.$, except percentages*) (unaudited)	(*in thousands of €, except percentages*) (unaudited)	(*in thousands of €, except percentages*) (unaudited)
EBITDA(1)	108,303	77,804	117,912	88,943	105,358
Adjusted EBITDA(2)	114,528	82,276	131,135	98,917	105,358
Adjusted EBITDA margin(3)	9.1%	9.1%	10.9%	10.9%	13.2%

(1) EBITDA consists of profit for the year, excluding financial expenses, financial income, income tax expense and depreciation and amortization. EBITDA is not a financial measure computed under IFRS-EU. See “Selected Financial Information” for further information on EBITDA and a reconciliation of our profit to EBITDA for the periods presented.

(2) Adjusted EBITDA consists of profit for the year, excluding financial expenses, financial income, income tax expense, depreciation and amortization, and royalties paid to the Añaños family for use of their formulas. Adjusted EBITDA is not a financial measure computed under IFRS-EU. See “Selected Financial Information” for further information on Adjusted EBITDA and a reconciliation of our EBITDA to Adjusted EBITDA for the periods presented.

(3) Adjusted EBITDA margin means Adjusted EBITDA divided by revenue.

RISK FACTORS

You should carefully consider the risks and uncertainties described below and the other information in these listing particulars before making an investment in the Notes. The risks described below are not the only ones facing us or investments in Latin America and Thailand in general. Our business, financial condition, results of operations or liquidity could be materially and adversely affected by any of these risks. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations.

These listing particulars also contain forward-looking statements that involve risks and uncertainties. See "Forward-Looking Statements." Our actual results could differ materially and adversely from those anticipated in these forward-looking statements as a result of certain factors, including the risks facing us or investments in Latin America and Thailand described below and elsewhere in these listing particulars.

For purposes of this section, the indication that a risk, uncertainty or problem may or will have a "material adverse effect on us" or that we may experience a "material adverse effect" means that the risk, uncertainty or problem could have a material adverse effect on our business, financial condition, results of operations or liquidity, or our ability to make payments under the Notes or the market price of the Notes, except as otherwise indicated or as the context may otherwise require. You should view similar expressions in this section as having a similar meaning.

Risks Related to Our Company

Competition could adversely affect our financial performance.

The beverage industry throughout Latin America and in other countries where we operate is highly competitive. We face competition from other bottlers of carbonated soft drinks and other beverages such as Coca-Cola and Pepsi products, and from producers of low cost beverages or "B brands." Although competitive conditions are different in each of our territories, we compete principally in terms of price, packaging, consumer sale promotions, customer service and non-price retail incentives.

During 2011, Peru and Colombia were our top two countries in terms of Adjusted EBITDA representing 33.5% and 28.3% of our Adjusted EBITDA, respectively. Some of our competitors have more resources than us as they have access to the Coca-Cola and Pepsi world-wide advertising and expertise. Our principal competitors in Peru are Corporación Lindley S.A. and Compañía Cervecera Ambev Peru S.A.C. In Colombia, we compete with Coca-Cola Femsa S.A. de C.V. ("CCF"), and Postobon S.A., a Colombian soft-drink company. In certain territories, we compete with additional producers of soft drink flavors that have a strong local presence.

There can be no assurances that we will be able to avoid lower pricing as a result of competitive pressure. Lower pricing and other changes made in response to competition may have a material adverse effect on our business, financial condition, results of operations or liquidity.

Demand for our products may be adversely affected by changes in consumer preferences and tastes or if we are unable to innovate or market our products effectively.

We are a consumer products company operating in highly competitive markets and rely on continued demand for our products. To generate revenue and profits, we must sell products that appeal to our customers and consumers. The beverage industry is subject to changing consumer preferences, and any significant changes in consumer preferences and any inability on our part to anticipate and react to such changes could result in reduced demand for our products and erosion of our competitive and financial position. Our success depends on our ability to respond to consumer trends, such as consumer health concerns about obesity, product attributes and quality, and ingredients. In addition, changes in product category consumption or consumer demographics could result in reduced demand for our products. Consumer preferences may shift due to a variety of factors, including the aging of the general population, changes in social trends, changes in travel, vacation or leisure activity patterns, weather, negative publicity resulting from regulatory action or litigation against companies in the industry, or a downturn in economic conditions. Any of these changes may reduce consumers' willingness to purchase our products.

In general, consumers are seeking greater variety in their beverages. Further, the product lifecycles for some beverage brands and/or products and/or packages may be limited to a few years before consumers' preferences change. The beverages we currently market are in varying stages of their lifecycles and there can be no assurance that such beverages will become or remain profitable for us. As a result, our continued success is also dependent on our product innovation, including maintaining a robust pipeline of new products, and the effectiveness of our advertising campaigns and marketing programs. There can be no assurance as to our continued ability either to develop and launch successful new products or variants of existing products, or to effectively execute advertising campaigns and marketing programs. In addition, both the launch and ongoing success of new products and advertising campaigns are inherently uncertain, especially as to their appeal to consumers.

We rely on smaller consumers and small businesses for the majority of our sales and our products are generally targeted at consumers in lower income segments. These businesses and consumers may be more vulnerable to unfavorable economic conditions.

While we use a variety of distribution methods, the majority of our sales are to small "mom & pop" shops. The success of these small stores depends on various factors related to consumer expenditures and consumers' income, including general business conditions, interest rates, inflation, consumer credit availability, taxation, consumer confidence in future economic conditions, employment and salary levels. Unfavorable economic conditions in the markets in which we operate, or unfavorable economic conditions worldwide, may significantly reduce consumer expenditure and available income, particularly for our target consumers, which are individuals with monthly incomes ranging from U.S.$650 to below U.S.$100. These individuals are generally more susceptible to unfavorable economic conditions as they have relatively less disposable income and are more susceptible to unemployment. These conditions may have a material adverse effect on our business, financial condition, results of operations or liquidity.

The Añaños family owns all of the formulas for substantially all our products and we depend on these formulas to manufacture these products.

All of the formulas we use to manufacture our carbonated soft drinks, as well as our citrus, nectar, isotonic, tea, beer and energy beverages, are owned by the Añaños family. The Añaños family has granted our subsidiaries the right to use these formulas pursuant to numerous agreements. Under the terms of these agreements, the Añaños family only receives royalty payments from our Peruvian subsidiaries for the use of these formulas. Under the terms of the agreements permitting the use of these formulas in Peru, the royalties are calculated based on percentages of our net sales in Peru, and these percentages are adjusted annually based on transfer pricing studies prepared by third parties. We are obligated by all of the formula agreements not to transfer or sell the formulas to any company or person outside of our company, and these agreements are valid as long as the formulas are still needed for our business. The formula agreements provide for initial one year terms based on the calendar year; in the case of the agreements permitting the use of these formulas in Peru, the agreements require each party to either enter into a one-year renewal term by executing an amendment agreement or terminate by providing 60 days' written notice prior to the expiration of the term, and, in the case of the agreements permitting the use of these formulas in other countries, the agreements automatically renew for one year renewal terms unless either party terminates by providing 30 days' written notice prior to the expiration of the term. In the case of the agreements permitting the use of these formulas in Peru, we generally execute the amendment agreements for a given calendar year toward the end of such year, around the time the transfer pricing studies for such year are completed, and, prior to such execution, we operate with informal arrangements with the Añaños family. If the Añaños family does not renew the formula agreements or we lose the right to use these formulas for any reason, we would not be able to manufacture, market or sell substantially all of our products, which would have a material adverse effect on our business, financial condition, results of operations or liquidity.

Related parties have certain interests and rights in relation to our Kola Real and Cielo brands and could take actions that adversely affect us or conflict with the interests of the holders of the Notes.

We own a 66.8% interest in certain of the Peruvian registered trademarks related to our Kola Real and Cielo brands and Mr. Jorge Rolando Añaños Jerí, a member of the Añaños family that does not own any interest in our company, and Ms. Vicky Marisa Añaños Jerí, a member of the Añaños family that owns a minority interest in our company, each own a 16.6% interest in such marks. Pursuant to certain undocumented, informal arrangements among Jorge Añaños and the other members of the Añaños family, companies controlled by Jorge Añaños separately produce and distribute beverages in Southern Peru and in the Dominican Republic under the Kola Real and Cielo brands using separate formulas and know-how owned by Jorge Añaños and we and such companies have mutually informally agreed not to compete with each other's Kola Real and Cielo beverages in our and their respective territories. Any action by Jorge Añaños that is harmful for our brands, goodwill and overall image could have a material adverse impact on our business. In addition, Jorge Añaños and Vicky Añaños could take actions with respect to their respective ownership interests in these marks that conflict with the interests of the holders of the Notes.

Our inability to protect our trademarks and trade secrets may prevent us from successfully marketing our products and competing effectively.

Failure to protect our intellectual property could harm our brand and our reputation, and adversely affect our ability to compete effectively. Further, enforcing or defending our intellectual property rights, including our trademarks, copyrights and trade secrets, could result in the expenditure of significant financial and managerial resources. We regard our intellectual property, particularly our trademarks and trade secrets, to be of considerable value and importance to our business and our success. We rely on a combination of trademark and trade secrecy laws, confidentiality procedures and contractual provisions to protect our intellectual property rights. There can be no assurance that the steps taken by us to protect these proprietary rights will be adequate or that third parties will not infringe or misappropriate our trademarks, trade secrets (including the trade secrets of the Añaños family related to the formulas we use in our products) or similar proprietary rights. In addition, there can be no assurance that other parties will not assert infringement claims against us, and we may have to pursue litigation against other parties to assert our rights. Any such claim or litigation could be costly. In addition, any event that would jeopardize our proprietary rights or any claims of infringement by third parties could have a material adverse affect on our ability to market or sell our brands, profitably exploit our unique products or recoup our associated research and development costs.

In connection with the distribution of our products, we have entered into licensing agreements with a limited number of our large third party distributors under which we have granted certain rights to use our trademarks and other designs. In addition, we have also entered into licensing agreements with certain subsidiaries of Callpa Limited, an affiliated sister company controlled by the Añaños family, that sells carbonated soft drink products under our Big Cola brand in India, Indonesia and Vietnam. Under these agreements, we have granted these entities certain rights to use our trademarks, designs and know-how. Any breach or termination of these agreements or arrangements, or any other action by any of our licensing partners or related parties that is harmful for our brands, goodwill and overall image, could have a material adverse impact on our business.

The Añaños family's formulas and our manufacturing process are not patented.

None of the formulas and manufacturing processes used in producing our products are subject to a patent or similar intellectual property protection. Our only protection against a third party using these recipes and processes is confidentiality agreements with the companies that produce our flavors and concentrates and with our employees who have knowledge of such processes. If our competitors develop substantially equivalent proprietary information or otherwise obtain access to this knowledge, we will have greater difficulty in competing with them for business, and our market share could decline.

A water shortage or a failure to maintain existing concessions could adversely affect our business.

Water is an essential component of carbonated soft drinks and other beverages. In Peru, we obtain the vast majority of the water used in our production pursuant to licenses granted to us by the Peruvian Water National Authority (*Autoridad Nacional de Agua*) ("ANA"), to exploit wells owned by us, which are generally granted based on studies of the existing and projected groundwater supply. These licenses generally do not have an expiration date. Water rights, including licenses, may be terminated by government authorities or courts under certain circumstances, including: (i) titleholder's resignation; (ii) nullification of the resolution approving the corresponding permit, authorization and/or license, declared by the ANA; or (iii) failure to pay applicable water rights fee.

We obtain water from various sources in our territories, including springs, wells, rivers and municipal water companies. In Mexico, we purchase water from municipal water companies and pump water from our own wells pursuant to concessions granted by the Mexican government. We obtain the vast majority of the water used in our carbonated soft drink and other beverage production in Mexico pursuant to these concessions, which the Mexican government granted based on studies of the existing and projected groundwater supply. Our existing water concessions in Mexico may be terminated by governmental authorities under certain circumstances and their renewal depends on receiving necessary authorizations from municipal and/or federal water authorities.

In Colombia, we obtain water directly from utility companies, which comply with regulations from the National Institute of National Resources, which supervises companies that exploit water.

In these and our other territories, our existing water supply may not be sufficient to meet our future production needs and the available water supply may be adversely affected by shortages or changes in governmental regulations. We cannot assure you that water will be available in sufficient quantities to meet our future production needs, or that our concessions will not be terminated or will prove sufficient to meet our water supply needs. In addition, we cannot assure you that our existing licenses related to water rights will be maintained. If our water supply is reduced, this could adversely affect our business, financial condition, results of operations or liquidity.

Increases in the prices and shortages in the availability of our most significant raw materials used in the bottling process would increase our cost of goods sold and may adversely affect our results of operations.

The most significant raw materials used in our bottling process are (i) sugar and fructose; (ii) resin, which is used to produce plastic bottles and PET preforms; (iii) PET preforms; (iv) concentrates and flavors; (v) treated waters and (vi) carbon dioxide. The prices for raw materials are driven by international and local market prices and availability as well as the imposition of import duties and import restrictions and fluctuations in exchange rates. Our sales prices are denominated in the local currency in which we operate, while the prices of certain materials used in the bottling of our products, mainly resin and concentrates, are paid or determined with reference to the U.S. dollar, and therefore may increase if the U.S. dollar appreciates against the currency of any country in which we operate.

Sugar, fructose and resin constitute the largest portion of our raw material costs. We purchase sugar and fructose locally and internationally for the territories in which we operate. For example, we purchase sugar locally in Mexico and Colombia, and the prices we pay are related to domestic supply and demand. In Peru, we purchase sugar locally and from the international market. Mexico is the only country where we purchase fructose, and the prices we pay are related to the international price of corn. Sugar prices in some of the countries in which we operate, and fructose prices in Mexico, are subject to local regulations and other barriers to market entry that cause us to pay in excess of international market prices for sugar and fructose. Generally, prices of sugar are based on supply and demand, and we expect sugar prices to remain stable in 2012. In Venezuela in 2003, there was a temporary sugar shortage due to insufficient domestic production to meet demand and restrictions on sugar imports. Since this shortage, we have not had any major problems with the supply of sugar. In Mexico, we expect that domestic sugar production will be insufficient to meet demand over the next three years and, as a result, we will be required to import sugar, subject to certain import duties. We do not hedge our exposure to changes in the price of sugar or fructose due to special regulations in countries where we operate that do not allow us to obtain optimal returns from derivative instruments. However, to mitigate our risks, we purchase sugar from a variety of sugar producers in order to obtain the best prices and, for our Peruvian operations, we have short term sugar contracts with our sugar suppliers which fix the price of sugar or set a price range.

In the case of resin (which is used for the production of PET preforms, which we use to create bottles) and PET preforms, the prices are tied to a number of factors including economic and political events, seasonal consumption, cotton prices and oil prices.

In the case of flavors and concentrates, we use two major distributors of flavors and concentrates, Givaudan and IFF, and each local production company has its own contract with the flavor/concentrates producer.

We do not hedge the costs of our raw materials. We cannot assure you that prices of our raw materials will not further increase in the future. Increases in the prices of raw materials, or an adverse change in their availability or in the availability of suppliers that meet our standards, would increase our cost of goods sold and could materially adversely affect our business, financial condition, results of operations or liquidity.

The costs of packaging supplies are subject to price increases from time to time and we may be unable to pass all or some of such increased costs on to our customers.

The majority of our packaging supplies contracts allow our suppliers to alter the costs they charge us based on changes in the costs of the underlying commodities that are used to produce those packaging supplies, such as resin for PET bottles. These changes in the prices we pay for our packaging supplies occur at certain predetermined times that vary by product and supplier. Accordingly, we bear the risk of increases in the costs of these packaging supplies, including the underlying costs of the commodities that comprise these packaging supplies. We do not use derivative instruments to manage this risk. If the costs of these packaging supplies increase, we may be unable to pass these costs along to our customers through corresponding adjustments to the prices we charge, which could have a material adverse effect on our results of operations.

We rely upon our ongoing relationships with our key flavor suppliers. If we are unable to source our flavors and concentrates on acceptable terms from our key suppliers, we could suffer disruptions in our business.

We rely on two flavor suppliers, Givaudan Schweiz AG and International Flavors and Fragrances Inc. for substantially all of our flavors and concentrates. We may be unable to obtain these flavors or concentrates from alternative suppliers on short notice. Industry-wide shortages of certain juice concentrates, supplements and sweeteners have been and could, from time to time in the future, be experienced, which could interfere with and/or delay production of certain of our products. If we have to replace a flavor supplier, we could experience temporary disruptions in our ability to deliver products to our customers, which could have a material adverse effect on our business, financial condition, results of operations or liquidity.

Rising fuel and freight costs may have a material adverse effect on our business, financial condition, results of operations or liquidity.

The recent volatility in the global oil markets has resulted in rising fuel and freight prices, which many shipping companies are passing on to their customers. Our shipping costs, and particularly our fuel expenses, have been increasing and we expect these costs may continue to increase. Due to the price sensitivity of our products, we do not anticipate that we will be able to pass all of these increased costs on to our customers.

Taxes on soft drinks could adversely affect our business.

Our products are subject to excise and value-added taxes in many of the countries in which we operate. The imposition of new taxes or increases in taxes on our products may have a material adverse effect on our business, financial condition, results of operations or liquidity. All the countries in which we operate, impose a value-added (or similar) tax on the sale of sparkling beverages, with a rate of 16% in Mexico, 12% in Honduras, 13% in Costa Rica, 12% in Guatemala, 15% in Nicaragua, 7% in Panama (although our products are tax exempt in Panama), 18% in Peru, 12% in Ecuador, 12% in Venezuela, 16% in Colombia (applied only to the first sale in supply chain), 7% in Thailand and 17% (Mato Grosso do Sul), 18% (São Paulo and Minas Gerais) and 19% (Rio de Janeiro) in Brazil. Additionally, (i) in Peru our products are also subject to the Specific Consumption Tax (*Impuesto Selectivo al Consumo*), that currently has a rate of 17% for all of our products except for fruit-juice based beverages and bottled water and (ii) in 2012, Ecuador implemented a “green tax act,” which imposes a U.S.$0.02 tax per bottle. We cannot assure you that any governmental authority in any country where we operate will not impose or increase taxes on our products in the future.

Regulatory developments may adversely affect our business.

We are subject to regulation in each of the territories in which we operate. The principal areas in which we are subject to regulation are environment, labor, taxation, health and antitrust. The adoption of new laws or regulations in the countries in which we operate may increase our operating costs or impose restrictions on our operations which, in turn, may have a material adverse effect on our business, financial condition, results of operations or liquidity. In particular, environmental standards are becoming more stringent in several of the countries in which we operate, and we are in the process of complying with these new standards. We are subject to various national and local laws and regulations relating to the protection of the environment, including those governing the discharge of pollutants into the air and water, the management and disposal of hazardous substances and wastes and the cleanup of contamination. We could incur substantial costs, including cleanup costs, fines and civil or criminal sanctions, third party property damage or personal injury claims, or the reduction or suspension of our operations as a result of violations of or liabilities under environmental laws or non-compliance with the environmental permits required at our facilities. We currently have a team that monitors any change in regulations to ensure that we comply with all of the requirements. Potentially significant expenditures could be required in order to comply with environmental laws that may be adopted or imposed in the future, and any further changes in current regulations may result in an increase in compliance costs, which may have a material adverse effect on our business, financial condition, results of operations or liquidity.

Voluntary price restraints or statutory price controls have been imposed historically in Venezuela, a country in which we operate. In January 2010 the Venezuelan government amended the *Ley para la Defensa y Acceso a las Personas a los Bienes y Servicios* (Access to Goods and Services Defense Law), according to which any violation by a company that produces, distributes and sells goods and services could lead to fines, penalties or the confiscation of the assets used to produce, distribute and sell these goods without compensation. The imposition of restrictions in the future in Venezuela or in other countries in which we operate may have a material adverse effect on our business, financial condition, results of operations or liquidity. We cannot assure that governmental authorities in any country where we operate will not impose statutory price controls or voluntary price restraints in the future.

Significant additional labeling or warning requirements may inhibit sales of affected products.

Various jurisdictions may seek to adopt significant additional product labeling or warning requirements relating to the chemical content or perceived adverse health consequences of certain of our products. These types of requirements, if they become applicable to one or more of our major products under current or future environmental or health laws or regulations, may inhibit sales of such products.

We could be exposed to product liability claims for personal injury or possibly death.

Although we have product liability insurance in amounts we believe are adequate, we cannot assure that the coverage will be sufficient to cover any or all product liability claims. To the extent our product liability coverage is insufficient, a product liability claim would likely have a material adverse affect upon our business, financial condition, results of operations or liquidity. In addition, any product liability claim successfully brought against us may materially damage the reputation of our products, thus adversely affecting our ability to continue to market and sell that or other products.

Labor strikes could adversely affect our business.

As of December 31, 2011, approximately 18% of our workforce is covered by collective bargaining agreements. We believe that our relationship with our employees is satisfactory and our plants have never been the subject of any work stoppage. A work stoppage at our production facilities, however, could adversely affect our production volumes and, consequently, our results of operations.

Any damage to our reputation could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Maintaining a good reputation globally is critical to selling our branded products. If we fail to maintain high standards for product quality, safety and integrity, our reputation could be jeopardized. Adverse publicity about these types of concerns or the incidence of product contamination or tampering, whether or not valid, may reduce demand for our products or cause production and delivery disruptions. If any of our products becomes unfit for consumption, misbranded or causes injury, we may have to engage in a product recall and/or be subject to liability. A widespread product recall or a significant product liability judgment could cause our products to be unavailable for a period of time, which could further reduce consumer demand and brand equity. Failure to maintain high ethical, social and environmental standards for all of our operations and activities or adverse publicity regarding our responses to health concerns, our environmental impacts, including agricultural materials, packaging, energy and water use and waste management, or other sustainability issues, could also jeopardize our reputation. Failure to comply with local laws and regulations, to maintain an effective system of internal controls or to provide accurate and timely financial statement information could also hurt our reputation. Damage to our reputation or loss of consumer confidence in our products for any of these reasons could have a material adverse effect on our business, financial condition, results of operations or liquidity, as well as require additional resources to rebuild our reputation.

Weather conditions may adversely affect our business.

Lower temperatures and higher rainfall may negatively impact consumer patterns, which may result in lower per capita consumption of our beverage offerings. Our sales levels generally increase during the warmer months. Unseasonably cool weather and climatic events that affect typical weather patterns such as El Niño or La Niña and monsoon season, may reduce the warmer periods and as a consequence adversely affect our sales volume. Additionally, adverse weather conditions may affect road infrastructure in the territories in which we operate and limit our ability to sell and distribute our products, thus affecting our results from operations.

Climatic or geological occurrences, such as hurricanes, earthquakes and floods could damage our production and distribution centers and harm our shipping and distribution, which could have a material adverse effect on our business, financial condition, results of operations or liquidity.

We conduct business in a number of locations that experience relatively high levels of hurricanes, tropical storms and earthquakes. These storms and earthquakes, depending on their severity and location, have the potential not only to damage our facilities and disrupt our operations but also have a material adverse affect on the shipping and distribution of our products and the supply and price of our raw materials and energy. These storms could also damage our production and distribution centers in these locations, which could affect our business for an extended period of time, which could in turn have a material adverse effect on our business, financial condition, results of operations or liquidity.

Our sales efforts are largely dependent upon third parties.

We currently sell our products primarily through a network of approximately 1,800 independent distributors. As a result, we are dependent upon the sales efforts of our independent distributors. We compensate our independent distributors by selling our products to them at a discount and allowing them to sell our products to the points of sale at fixed, non-discounted price and thereby make a profit. Our competitors may be able, by offering greater discounts or otherwise, to convince our independent distributors to terminate their relationships with us, carry fewer of our products or reduce their sales and marketing efforts for our products. Our business, financial condition, results of operations and liquidity could be materially adversely affected if we do not retain our existing independent distributors or if the sales efforts of our independent distributors are unsuccessful.

Disruption of our supply and distribution chain could have a material adverse effect on our business, financial condition, results of operations or liquidity.

Our ability and that of our suppliers, independent distributors and retailers, to make, move and sell products is critical to our success. Damage or disruption to our or their manufacturing or distribution capabilities due to weather, natural disaster, fire or explosion, terrorism, pandemics such as avian flu, strikes or other reasons, could impair our ability to manufacture or sell our products. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, could adversely affect our business, financial condition, results of operations or liquidity, as well as require additional resources to restore our supply and distribution chain.

We may not be able to successfully manage future growth, which could lead to our inability to implement our business strategy.

We intend to expand and further develop our operations in certain of the countries in which we currently operate and may seek to enter into new countries in the future. Any such growth may place a significant strain on our managerial, operational and financial resources. There can be no assurance that our systems, procedures and/or controls will be adequate to support our operations or that our management will be able to achieve the execution necessary to successfully implement our business strategy. If we are unable to manage our growth effectively, our business, results of operations, financial condition or liquidity could be adversely affected, which could lead to us being forced to abandon or curtail our business strategy or operations.

We are substantially controlled by the Añaños family whose interests could conflict with the interests of holders of the Notes.

The Añaños family ultimately controls 100% of our outstanding shares. See "Principal Shareholders." Consequently, the Añaños family has the power to control us, including the power to:

- elect our directors and executive officers, set our management policy and exercise overall control over our management;
- agree to sell or in any manner transfer the controlling stake in us or any of our subsidiaries; and
- determine the outcome of any action requiring shareholder approval, including transactions with related parties, corporate reorganizations, acquisitions and dispositions of assets and the timing and payment of any future dividends.

In addition, circumstances may occur in which the interests of the Añaños family could conflict with the interests of the holders of the Notes. For example, the Añaños family may have an interest in pursuing transactions that, in its judgment, will enhance the value of its investment in us even though it may involve risks to holders of the Notes.

The Añaños family, as owners of our formulas, have granted, pursuant to numerous agreements, our subsidiaries the right to use these formulas. Any changes by the Añaños family to the terms of these agreements and the use of the products could conflict with the interests of the holders of the Notes.

We may not be able to successfully manage future growth, which could lead to our inability to implement our business strategy.

We intend to expand and further develop our operations in certain of the countries in which we currently operate and may seek to enter into new countries in the future. Any such growth may place a significant strain on our managerial, operational and financial resources. There can be no assurance that our systems, procedures and/or controls will be adequate to support our operations or that our management will be able to achieve the execution necessary to successfully implement our business strategy. If we are unable to manage our growth effectively, our business, results of operations, financial condition or liquidity could be adversely affected, which could lead to us being forced to abandon or curtail our business strategy or operations.

The loss of senior management, or our inability to attract and maintain additional personnel, could have a material adverse effect on us.

Our ability to maintain our competitive position and implement our growth strategy depends on our senior management. We cannot assure you that we will be successful in attracting and maintaining qualified personnel in our management team. The loss of some of the members of our senior management, or our inability to maintain and attract additional personnel could have a material adverse effect on us.

Health concerns may reduce demand for some of our products.

Consumers, public health officials and government officials are becoming increasingly aware of and concerned about the public health consequences associated with obesity, particularly among young people. In addition, press reports indicate that lawyers and consumer advocates have publicly threatened to instigate litigation against companies in our industry alleging unfair and/or deceptive practices related to contracts to sell sparkling and other beverages in schools. Increasing public awareness about these issues and negative publicity resulting from actual or threatened legal actions may reduce demand for our sparkling beverages, which could affect our profitability.

The expansion, upgrading and maintenance of our enterprise resource planning system presents a number of operational risks.

As our business grows and becomes more complex, it is necessary that we expand and upgrade our enterprise resource planning (“ERP”) system and other management information systems, which are critical to the operational, accounting and financial functions of our company. We are currently evaluating alternative solutions, both short-term and long-term, to meet the operating, administrative and financial reporting requirements of our business. We have made and will continue to make further enhancements and upgrades to the ERP system, as necessary. In 2010 and 2011 upgrades to our ERP system and other management information systems delayed the preparation of our 2010 financial statements. The expansion, upgrading and maintenance of our ERP system carries certain risks, including the risk that such efforts are time consuming and expensive and distract management, and that the upgraded system could fail to perform as we anticipate. The failure of upgraded systems to perform as anticipated could cause disruptions to our operations, including our ability to produce accurate annual and interim financial statements on a timely basis.

Certain Factors Relating to Latin America and Thailand

Our business is subject to the risks generally associated with international business operations.

We engage in business activity in emerging market economies throughout Latin America and in Thailand. Emerging markets are generally more vulnerable to market volatility, as well as political and economic instability, than developed markets. As such, investments in a company with all or substantially all of its interests in an emerging market are subject to certain risks which may affect economic and fiscal results. These risks include:

- currency fluctuations and devaluations;
- inflation;
- exchange controls;
- high interest rates;
- wage and price controls;
- economic and political instability;
- the imposition of trade barriers;
- expropriation and political violence or disturbance; and
- changes in economic, tax and other policies.

In addition, economic conditions in these countries are, to some extent, influenced by economic and securities market conditions in other emerging market countries. Although economic conditions are different in each country, investors’ reaction to developments in one country can have effects on the securities of issuers in other countries. There can be no assurance that the economic conditions in Latin America and Asia will not continue to be affected negatively by events elsewhere, especially in emerging markets, or that such effects in Latin America and Asia will not adversely affect the market value of the Notes.

Any of these factors may adversely affect payments on, or the liquidity of, and trading market for, the Notes.

We are subject to significant foreign currency exchange controls in certain countries in which we operate.

Certain Latin American economies have experienced shortages in foreign currency reserves and their respective governments have adopted restrictions on the ability to transfer funds out of the country and convert local currencies into U.S. dollars. This may increase our costs and limit our ability to convert local currency into U.S. dollars and transfer funds out of certain countries. Any shortages or restrictions may impede our ability to convert these currencies into U.S. dollars and to transfer funds, including for the payment of dividends or interest or principal on our outstanding debt. In the event that any of our subsidiaries are unable to transfer funds to us due to currency restrictions, we are responsible for any resulting shortfall.

There are currency restrictions in place in Venezuela that limit our ability to repatriate bolívares fuertes held in Venezuela at the government's official exchange rate. In Venezuela, the official Venezuelan bolívar fuerte-U.S. dollar exchange rate is established by the Central Bank of Venezuela and the Venezuelan Ministry of Finance, and the acquisition of foreign currency at the official exchange rate by Venezuelan companies to pay foreign debt or dividends is subject to registration with and approval by the relevant Venezuelan authorities. Since January 2010, a two-tiered official exchange rate system has established an exchange rate of 2.60 Venezuelan bolívar fuertes per U.S. dollar for essential goods and an exchange rate of 4.30 Venezuelan bolívar fuerte per U.S. dollar for non-essential goods, subject to registration with, application to and approval by the Currency Administration Commission (*Comisión de Administración de Divisas*) ("CADIVI").

These approvals have become more difficult to obtain over time, which led to the development of a bond-based exchange process under which Venezuelan bolívar fuerte-denominated bonds are purchased in Venezuela and then are immediately exchanged outside Venezuela for bonds denominated in U.S. dollars at a specified, and less favorable, parallel market exchange rate.

In May 2010, the Central Bank of Venezuela increased its control of this bond-based exchange process and, as a result, bond-based exchanges may solely be conducted by the Central Bank of Venezuela. Consequently, the parallel exchange market in Venezuela ended, limiting companies' ability to obtain foreign currency other than through foreign currency trades approved by and conducted through CADIVI or the Central Bank of Venezuela through the Foreign Currency Securities Transaction System (*Sistema de Transacciones con Títulos en Moneda Extranjera*) ("SITME"). Pursuant to the new system, companies without access to CADIVI can access SITME to convert a maximum cash equivalent of up to $50,000 per day or $350,000 per month of foreign currency at an exchange rate based on the range of prices for the purchase and sale of bonds published daily by the Central Bank of Venezuela. At December 31, 2011, this exchange rate was 5.3 Venezuelan bolívar fuertes per U.S. dollar. As a result of the foregoing, the acquisition of foreign currency by Venezuelan companies to honor foreign debt, pay dividends or otherwise move capital out of Venezuela is subject to the approval of CADIVI or the Central Bank of Venezuela, and to the availability of foreign currency within the guidelines set forth by Venezuelan National Executive Power for the allocation of foreign currency.

In 2011, our subsidiaries in Venezuela represented 16.3% of our Adjusted EBITA. If we are prohibited from transferring funds out of Venezuela, or if we become subject to similar restrictions in other countries in which we operate, our results of operations and financial condition could be adversely affected.

Political events in the countries in which we operate could adversely affect our operations.

Our operations could be affected by changes in the economic or other policies of the governments or other political, regulatory or economic authorities in the countries in which we operate. Several countries in Latin America have experienced substantial political instability, including military coups, periods of violence and a succession of regimes with differing policies and programs. These violent acts by such groups, their possible escalation and the effects associated with them have had and may have in the future a negative impact on the economies of the countries in which we operate, which may have a material adverse effect on our business, financial condition, results of operations or liquidity.

Certain governments in the countries in which we operate have intervened in the nation's economy and social structure. Among other things, these governments have imposed controls on prices, exchange rates, repatriation of funds, local and foreign investment and imports. Further, these governments have restricted the ability of companies to dismiss employees, have expropriated private sector assets and have prohibited the remittance of profits to foreign investors. Any of these restrictions and controls could restrict our business operations and increase our costs, which could have a material adverse effect on our business, financial condition, results of operations or liquidity.

Adverse economic conditions in Peru, Mexico, Colombia and the other countries in which we operate may adversely affect our financial condition and results of operations.

Our Peruvian, Mexican and Colombian operations are our most important geographic segments. For the year ended December 31, 2011, 18% of our total sales and 31% of our total fixed assets were attributable to Peru. Additionally, 20% of our total sales and 17% of our fixed assets were attributable to Mexico, and 18% of our total sales and 13% of our fixed assets were attributable to Colombia. In the past, these nations have experienced both prolonged periods of weak economic conditions and deteriorations in economic conditions that have had a negative impact on us. We cannot assume that such conditions will not return or that such conditions will not have a material adverse effect on our business, financial condition, results of operations or liquidity.

Our business may be significantly affected by the general condition of the Peruvian, Mexican or Colombian economies, or by the rate of inflation in Peru, Mexico or Colombia, interest rates in Peru, Mexico and Colombia and exchange rates for the Peruvian nuevo sol, Mexican peso and Colombian peso. Decreases in the growth rate of the Peruvian, Mexican or Colombian economy, periods of negative growth and/or increases in inflation or interest rates may result in lower demand for our products, lower real pricing of our products or a shift to lower margin products. Because a large percentage of our costs and expenses are fixed, we may not be able to reduce costs and expenses upon the occurrence of any of these events, and our profit margins may suffer as a result.

Inflation and government measures to curb inflation, may adversely affect the economies in the countries where we operate, our business and results of operations.

Many of the countries in which we operate have experienced, or are currently experiencing, high rates of inflation. Although inflation rates in many of these countries have been relatively low in the recent past, we cannot assure you that this trend will continue. The measures taken by the governments of these countries to control inflation have often included maintaining a tight monetary policy with high interest rates, thereby restricting the availability of credit and retarding economic growth. Inflation, measures to combat inflation and public speculation about possible additional actions have also contributed materially to economic uncertainty in many of these countries and to heightened volatility in their securities markets. Periods of higher inflation may also slow the growth rate of local economies that could lead to reduced demand for our core products and decreased sales. Inflation is also likely to increase some of our costs and expenses, which we may not be able to fully pass on to our customers, which could adversely affect our operating margins and operating income.

The Venezuelan economy has experienced very high inflation in recent years. The inflation rate in Venezuela, as measured and published by the International Monetary Fund (the "IMF") was 18.7% in 2007, 30.37% in 2008, 27.1% in 2009, 28.2% in 2010 and 30.0% in 2011. There can be no assurance that inflation will not continue to increase or that such growth will continue in the future, and continued hyperinflation could continue to slow the Venezuelan economy and lead to reduced demand for our products, which could adversely affect our operating margins and operating income.

Exchange rate fluctuations against the U.S. dollar and the euro in the countries in which we operate could negatively affect our business, financial condition, results of operations or liquidity.

We are exposed to exchange rate risk in relation to the United States dollar and to the euro. A depreciation or devaluation of the Peruvian nuevo sol, the Mexican peso, the Colombian peso or other local currencies in the countries in which we operate relative to the U.S. dollar and/or the euro would, as applicable, decrease our reported revenue when we convert the lower valued local currency into euros and increase the cost to us of a portion of the raw materials we acquire, the price of which is paid in or determined with reference to

U.S. dollars, and of our debt obligations denominated in U.S. dollars or euros and thereby may negatively affect our financial position and results of operations.

We generally do not hedge our exposure to the U.S. dollar or the euro with respect to the local currencies in the countries in which we operate. A severe devaluation or depreciation of these local currencies may result in disruption of the international foreign exchange markets and may limit our ability to transfer or to convert the local currencies into U.S. dollars, euros and other currencies for the purpose of making timely payments of interest and principal on our U.S. dollar-denominated and euro-denominated indebtedness or obligations in other currencies. Currency fluctuations may have a material adverse effect on our business, financial condition, results of operations or liquidity in future periods.

We could be subject to expropriation or nationalization of our assets and government interference with our business in certain countries in which we operate.

We face a risk of expropriation or nationalization of our assets and government interference with our business in several of the countries in which we do business. These risks are particularly acute in Venezuela. The current Venezuelan government has promoted a model of increased state participation in the economy through welfare programs, exchange and price controls and the promotion of state-owned companies. We can provide no assurance that our plants and distributions centers will not be threatened with expropriation and that our operations will not be transformed into state-owned enterprises. In addition, the Venezuelan government may pass laws, rules or regulations which may directly or indirectly interfere with our ability to operate our business in Venezuela.

If we fail to comply with or become subject to more onerous government regulations, our business could be adversely affected.

We are subject to various federal, state and municipal laws and regulations in the countries in which we operate, including those related to the beverage industry, health and safety standards, marketing and promotional activities, nutritional labeling, zoning and land use, environmental standards and consumer protection. We strive to abide by and maintain compliance with these laws and regulations. The imposition of new laws or regulations, including potential trade barriers, may increase our operating costs or impose restrictions on our operations, which could have an adverse impact on our financial condition.

Regulations governing the food services industry have become more restrictive. We cannot assure you that new and stricter standards will not be adopted or become applicable to us or that stricter interpretations of existing laws and regulations will not occur. Any of these events may require us to spend additional funds to gain compliance with the new rules, if possible, and therefore increase our cost of operation.

Risks Relating to the Notes

The Issuer is a finance company dependent upon cash flow from Atic and its subsidiaries to meet its obligations on the Notes.

The Issuer is a special purpose finance company with no independent business operations. It has limited assets, no subsidiaries and no ability to generate revenue other than through Atic and the Subsidiary Guarantors. As such, the Issuer will be wholly dependent upon payments from the Guarantors to meet its obligations, including its obligations under the Notes.

Various agreements governing the debt of the Guarantors and other first-tier subsidiaries of Atic may restrict and, in some cases may actually prohibit, the ability of those entities to move cash within their restricted group. Applicable tax laws may also subject such payments to further taxation. Applicable laws may also limit the amounts that some of our subsidiaries will be permitted to pay as dividends or distributions on their equity interests, or even prevent such payments.

The inability to transfer cash among entities within their respective groups may mean that even though the entities, in aggregate, may have sufficient resources to meet their obligations, they may not be permitted to make the necessary transfers from one entity to another in their restricted group in order to make payments to the entity owing the obligations.

Our indebtedness could adversely affect our business, financial condition, results of operations or liquidity, as well as our ability to meet our payment obligations under the Notes and our other debt.

Following this offering we will have a significant amount of debt and debt service requirements. As of December 31, 2011, after giving effect to this offering we would have had approximately €278.1 million of outstanding debt.

This level of debt could have significant consequences on our future operations, including:

- making it more difficult for us to meet our payment and other obligations under the Notes and our other outstanding debt;
- resulting in an event of default if we fail to comply with the financial and other restrictive covenants contained in our debt agreements, which event of default could result in all of our debt becoming immediately due and payable;
- reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes, and limiting our ability to obtain additional financing for these purposes;
- limiting our flexibility in planning for, or reacting to, and increasing our vulnerability to, changes in our business, the industry in which we operate and the general economy; and
- placing us at a competitive disadvantage compared to our competitors that have less debt or are less leveraged.

Any of the above-listed factors could have an adverse effect on our business, financial condition, results of operations or liquidity and our ability to meet our payment obligations under the Notes and our other debt.

Our ability to meet our payment and other obligations under our debt instruments depends on our ability to generate significant cash flow in the future. This, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors as well as other factors that are beyond our control. We cannot assure you that our business will generate cash flow from operations, or that future borrowings will be available to us under our existing or any future credit facilities or otherwise, in an amount sufficient to enable us to meet our payment obligations under the Notes and our other debt and to fund other liquidity needs. If we are not able to generate sufficient cash flow to service our debt obligations, we may need to refinance or restructure our debt, including the Notes, sell assets, reduce or delay capital investments, or seek to raise additional capital. If we are unable to implement one or more of these alternatives, we may not be able to meet our payment obligations under the Notes and our other debt.

Despite current indebtedness levels, the Issuer, Atic and its subsidiaries may still be able to incur substantially more debt. This could exacerbate further the risks associated with our substantial leverage.

We and our subsidiaries may be able to incur substantial additional indebtedness, including secured indebtedness, in the future. The terms of the indenture will restrict, but will not completely prohibit, us from doing so. In addition, the indenture will allow us to issue additional notes under certain circumstances, which will also be guaranteed by the Guarantors. The indenture will also allow us to incur certain secured debt which would be effectively senior to the Notes. In addition, the indenture will not prevent us from incurring other liabilities that do not constitute indebtedness. See "Description of the Notes." If new debt or other liabilities are added to our current debt levels, the related risks that we now face could intensify.

The Notes will be effectively subordinated to our secured debt and to certain claims preferred by statute.

Our obligations under the Notes are unsecured. As a result, the Notes will be effectively subordinated to all of our secured debt to the extent of the value of the collateral securing such debt. As of December 31, 2011, €115.8 million of our debt was secured by collateral. Our secured debt includes a sale and leaseback agreement with Interbank, various loan agreements with Bangkok Bank, and the secured credit facility with Interbank, among others. For further information on these agreements, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Indebtedness."

Further, the terms of the indenture permit us to incur additional secured debt in the future. In the event that we are not able to repay amounts due under any existing or future secured debt obligations, creditors could proceed against the collateral guaranteeing such indebtedness. In that event, any proceeds upon a realization of the collateral would be applied first to amounts due under the secured debt obligations before any proceeds would be available to make payments on the Notes. If there is a default under our debt obligations, the value of this collateral may not be sufficient to repay both our secured creditors and the holders of the Notes. Additionally, the claims of holders of the Notes will rank effectively junior to certain obligations that are preferred by statute, including certain claims relating to taxes, social security and labor.

Atic will not be able to guarantee the Notes at the date of the closing of the Notes and, until Atic guarantees the Notes, holders of the Notes will not be able to make any claims in respect of Atic's assets to satisfy obligations owing with respect to the Notes. Furthermore, not all of Atic's subsidiaries will guarantee the Notes, and the assets of any non-guarantor subsidiaries may not be available to make payments on the Notes.

On the date of issuance, Atic will not be able to provide a Guarantee as a result of certain restrictions under Spanish law related to the ability of *sociedad limitadas* to provide guarantees of negotiable instruments. In order to provide a Guarantee, Atic will convert under Spanish law into a *sociedad anónima* (the "Conversion") and, in connection with the Conversion, will effect a corporate reorganization (the "Reorganization") for tax reasons. We expect that it will take approximately one to three months for Atic to complete the Reorganization, including the Conversion. Until Atic provides a Guarantee, holders of the Notes will not be able to make any direct claims in respect of Atic's assets to satisfy obligations owing with respect to the Notes. However, holders will be able to make claims against the Guarantor's assets prior to the Reorganization and Conversion, as the Guarantees from the Subsidiary Guarantors will be in place as of the date of the issue of the Notes.

On the date of issuance, the Thailand Subsidiaries will not be able to provide a Guarantee because they must first apply for and obtain a foreign business license from the Thai Ministry of Commerce. The Thailand Subsidiaries expect to apply for the license to provide a Guarantee less than 15 days after the date of the closing of the Notes. We expect that it will take between five and seven months to receive these licenses after the application has been filed. The Thailand Subsidiaries represented in the aggregate approximately 15.8% of our Adjusted EBITDA and approximately 11.9% of our assets for the year ended December 31, 2011. Further, our subsidiary, Justpoint Investments S.L. (the "Spanish Subsidiary"), will also not be able to provide a Guarantee by virtue of its status as a *sociedad limitada*. The Spanish Subsidiary will remain a *sociedad limitada*, will not be a Subsidiary Guarantor and will be a non-guarantor restricted subsidiary under the indenture governing the Notes. As of December 31, 2011, the Spanish Subsidiary had €1.9 million in indebtedness outstanding. In addition, we may acquire or form non-guarantor subsidiaries in the future. See "Description of the Notes—Guarantees."

Even after Atic provides a Guarantee, in the event that any of Atic's non-guarantor subsidiaries becomes insolvent, liquidates, reorganizes, dissolves or otherwise winds up, holders of their debt, and their trade creditors generally, will be entitled to payment on their claims from the assets of that subsidiary before any of those assets are made available to us or any Guarantors. Consequently, even after Atic provides a Guarantee, your claims in respect of the Notes will be effectively subordinated to all of the liabilities of any of our subsidiaries that is not a guarantor, including trade payables. In addition, the indenture will, subject to certain limitations, permit these subsidiaries to incur additional indebtedness and will not contain any limitation on the amount of other liabilities, such as trade payables, that these subsidiaries may incur.

The laws of the multiple jurisdictions under which the Guarantors are incorporated may impede or delay enforcement of the Guarantees.

The Issuer is a Netherlands private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under Dutch law. The Notes will be issued by the Issuer and guaranteed by the initial and any additional Guarantors, which are and may be formed, organized or incorporated, as applicable, under the laws of multiple jurisdictions, including Colombia, Costa Rica, Ecuador, El Salvador, Guatemala, Honduras, Malta, Mexico, Nicaragua, Panama, Peru, Spain, Thailand, and Venezuela. In the event of bankruptcy, insolvency or a similar event, proceedings could be initiated in any of these jurisdictions and in the jurisdiction of organization of a future Guarantor. The rights under the Guarantees will thus be subject to the laws of a number of jurisdictions, and it may be difficult to effectively enforce such rights in multiple bankruptcy, insolvency and other similar proceedings. Moreover, such multi-jurisdictional proceedings are typically complex and costly for creditors and often result in substantial uncertainty and delay in the enforcement of creditors' rights. In addition, the bankruptcy, insolvency, administration and other laws of our jurisdiction of organization and the jurisdiction of organization of the Guarantors may be materially different from, or in conflict with, one another, including creditors' rights, priority of creditors, the ability to obtain post-petition interest and the duration of the insolvency proceeding. The application of these various laws in multiple jurisdictions could trigger disputes over which jurisdictions' law should apply and could adversely affect the ability to realize any recovery under the Notes and the Guarantees.

It is possible that the Guarantees of our subsidiaries may not be enforceable in the event of insolvency or bankruptcy or may be limited as to enforcement.

The Guarantees provide a basis for a direct claim against the Guarantors. However, it is possible that the Guarantees may not be enforceable under the laws of various jurisdictions or U.S. federal or state law. In particular, while the laws of these jurisdictions do not prevent the Guarantees from being granted, in the event that a Guarantor is declared insolvent or bankrupt, the relevant Guarantee may be deemed to have been a fraudulent transfer and declared void, based upon the Subsidiary Guarantor being deemed not to have received fair consideration in exchange for such Guarantee. Additionally, each Guarantee, by its terms, will be limited to such amount as would not render the applicable Guarantor insolvent. While such limitation may not prevent the Guarantee from being determined to be a fraudulent transfer, such limitation could meaningfully limit amounts recoverable pursuant to such Guarantee.

We may be unable to make a Change of Control Offer required by the indenture governing the Notes which would cause defaults under the indenture governing the Notes.

The terms of the Notes will require us to make an offer to repurchase the Notes upon the occurrence of a change of control at a purchase price equal to 101% of the principal amount of the Notes, plus accrued interest to the date of the purchase. Any financing arrangements we may enter may require repayment of amounts outstanding in the event of a change of control and limit our ability to fund the repurchase of your Notes in certain circumstances. It is possible that we will not have sufficient funds at the time of the change of control to make the required repurchase of Notes or those restrictions in our credit facilities and other financing arrangements will not allow the repurchases. See "Description of the Notes — Change of Control."

An active trading market may not develop for the Notes, which may hinder your ability to liquidate your investment.

The Notes are a new issue of securities with no established trading market. We will apply to list the Notes on the Official List of the Irish Stock Exchange and to trade the Notes on the Global Exchange Market. We cannot assure you, however, that the application will be accepted or that an active trading market for the Notes will develop or be sustained. Admission of the Notes to the Official List and trading on the Global Exchange Market is not an indication of the merits of the Issuer, the Guarantors or the Notes. Certain of the initial purchasers have informed us that they intend to make a market in the Notes after the completion of this offering. However, the initial purchasers are not obligated to do so and may cease their market-making at any time. In addition, the liquidity of the trading market in the Notes, and the market price quoted for the Notes, may be adversely affected by changes in the overall market for fixed income securities and by changes in our financial performance or prospects or in the prospects for companies in our industry in general. As a result, we cannot assure you that an active trading market will develop for the Notes. If no active trading market develops, you may not be able to resell your Notes at their fair market value or at all.

The Notes are subject to transfer restrictions.

The Notes have not been registered under the Securities Act or any state securities laws. As a result, holders of Notes may reoffer or resell Notes only if there is an applicable exemption from the registration requirements of the Securities Act and applicable state laws that apply to the circumstances of the offer and sale.

Insolvency laws of the Netherlands may preclude holders of Notes from recovering payments due on the Notes.

The Issuer is incorporated under Dutch law and has its statutory seat (*statutaire zetel*) in the Netherlands. For this reason the Netherlands shall be presumed to be the centre of main interests (within the meaning of the EU Insolvency Regulation) of the Issuer, absence of proof to the contrary. Consequently, the main insolvency proceedings in respect of the Issuer would likely be initiated in the Netherlands while secondary proceedings could be initiated in one or more EU jurisdictions (with the exception of Denmark) in which the Issuer has an establishment. Netherlands insolvency laws may make it difficult or impossible to effect a restructuring and this may limit the ability of the holders of the Notes to enforce their rights under the Notes.

EXCHANGE RATES

Euro

The following table sets forth, for the periods indicated, the average, high, low and period-end rates from the European Central Bank. Amounts are expressed in U.S. dollars per €1.00. The average amounts set forth below under "Average" are calculated as the average of the noon buying rates on the last business day of each month during the 2009, 2010 and 2011 years and for the other periods, are calculated as the average of the noon buying rates for each business day during the period. No representation is made that the euro could have been, or could be, converted into U.S. dollars at that rate or any other rate.

	Closing Selling Rates of U.S. dollars per €1.00			
Year	**Low**	**High**	**Average[(1)]**	**Year End**
2007	1.2893	1.4874	1.3705	1.4721
2008	1.2460	1.5990	1.4708	1.3917
2009	1.2555	1.5120	1.3948	1.4406
2010	1.1942	1.4563	1.3257	1.3362
2011	1.2889	1.4882	1.3920	1.2939
2012 (through April 27, 2012)	1.2669	1.3454	1.3119	1.3229

	Closing Selling Rates of U.S. dollars per €1.00			
Month	**Low**	**High**	**Average[(2)]**	**Period End**
October 2011	1.3181	1.4160	1.3706	1.4001
November 2011	1.3229	1.3809	1.3556	1.3418
December 2011	1.2889	1.3511	1.3179	1.2939
January 2012	1.2669	1.3176	1.2905	1.3176
February 2012	1.2982	1.3454	1.3224	1.3443
March 2012	1.3057	1.3356	1.3201	1.3356
April 2012 (through April 27)	1.3024	1.3319	1.3159	1.3229

(1) Represents the average of the noon buying rates on each business day of each month during the period indicated.
(2) Represents the average of the noon buying rates on each business day of each month during the period.

Peru

The following table sets forth, for the periods indicated, the average, high, low and period-end buying rates of the Peruvian nuevo sol ("S/") published by the Peruvian Central Bank. The exchange rate as of April 27, 2012 was S/3.4999 per €1.00. No representation is made that the Peruvian nuevo sol could have been, or could be, converted into euros at that rate or any other rate.

	Closing Selling Rates of Nuevo soles per €1.00			
Year	**Low**	**High**	**Average**	**Year End**
2007	4.1132	4.4797	4.4797	4.3756
2008	3.8673	4.6766	4.6766	4.3795
2009	3.9449	4.3489	4.1886	4.1398
2010	3.3983	4.1449	3.7474	3.7479
2011	3.4837	4.1981	3.8361	3.4947
2012 (through April 27, 2012)	3.4087	3.6121	3.5150	3.4999

	Closing Selling Rates of Nuevo soles per €1.00			
Month	**Low**	**High**	**Average**	**Period End**
October 2011	3.6706	3.8485	3.7474	3.7721
November 2011	3.5892	3.7435	3.6695	3.6438
December 2011	3.4837	3.6426	3.5467	3.4947
January 2012	3.4087	3.5492	3.4752	3.5188
February 2012	3.5025	3.6121	3.5532	3.5724
March 2012	3.4778	3.5606	3.5294	3.5566
April 2012 (through April 27)	3.4748	3.5604	3.4993	3.4999

Colombia

The following table sets forth, for the periods indicated, the average, high, low and period-end buying rates of the Colombian peso ("Col$") published by the Colombian Central Bank. The exchange rate as of April 27, 2012 was Col$2,337.77 per €1.00. No representation is made that the Colombian peso could have been, or could be, converted into euros at that rate or any other rate.

	Closing Selling Rates of Pesos per €1.00			
Year	**Low**	**High**	**Average**	**Year End**
2007	2,525.08	3,099.40	2,842.99	2,944.46
2008	2,569.40	3,179.05	2,874.25	3,142.11
2009	2,709.86	3,377.06	2,990.69	2,924.58
2010	2,281.27	2,899.45	2,516.53	2,553.87
2011	2,407.32	2,663.19	2,570.58	2,512.43
2012 (through April 27, 2012)	2,296.31	2,488.49	2,351.71	2,337.77

	Closing Selling Rates of Pesos per €1.00			
Month	**Low**	**High**	**Average**	**Period End**
October 2011	2,594.58	2,649.31	2,615.81	2,601.83
November 2011	2,577.73	2,636.29	2,605.87	2,623.03
December 2011	2,506.90	2,616.94	2,542.26	2,512.43
January 2012	2,333.53	2,488.49	2,375.46	2,366.38
February 2012	2,338.13	2,390.82	2,358.02	2,359.87
March 2012	2,296.31	2,4.65	2,336.81	2,384.65
April 2012 (through April 27)	2,318.32	2,366.10	2,336.51	2,337.77

Mexico

The following table sets forth, for the periods indicated, the average, high, low and period-end buying rates of the Mexican peso ("Ps.") published by the Central Bank of Mexico (*Banco de México*). The exchange rate as of April 27, 2012 was Ps.17.2098 per €1.00. No representation is made that the Mexican peso could have been, or could be, converted into euros at that rate or any other rate.

	Closing Selling Rates of Pesos per €1.00			
Year	**Low**	**High**	**Average**	**Year End**
2007	14.122	16.3833	14.98213	15.9221
2008	14.8333	16.31542	16.31542	19.1123
2009	17.0133	20.0181	18.8062	18.7758
2010	15.3284	18.5825	16.7522	16.5174
2011	15.7449	19.0052	17.2992	18.0655
2012 (through April 27, 2012)	16.4304	17.8106	17.0427	17.2098

	Closing Selling Rates of Pesos per €1.00			
Month	**Low**	**High**	**Average**	**Period End**
October 2011	18.0056	19.0052	18.4499	18.5049
November 2011	18.3202	18.9569	18.5884	18.3202
December 2011	18.0287	18.3157	18.1293	18.0655
January 2012	17.0314	17.8106	17.2605	17.0667
February 2012	16.6300	17.3512	16.9224	17.1380
March 2012	16.4304	17.0876	16.8333	17.0876
April 2012 (through April 27)	16.7997	17.4495	17.1882	17.2098

USE OF PROCEEDS

We estimate the net proceeds from the sale of the Notes to be approximately U.S.$294.3 after deducting the issue discount, commissions and other offering expenses. We intend to use the net proceeds of the issuance of the Notes to prepay the principal amount outstanding under the U.S.$100 million unsecured guaranteed loan agreement with Rabobank Nederland, New York branch, an affiliate of Rabo Securities USA, Inc., one of the initial purchasers in this offering, the principal amount outstanding under the U.S.$38.6 million secured credit facility with Interbank, one of the initial purchasers in this offering, and U.S.$23.3 million of indebtedness of the Thailand Subsidiaries. We intend to use the remainder, if any, for general corporate purposes and capital expenditures. For further detail on the loan agreements and our other indebtedness see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Indebtedness."

CAPITALIZATION

The following table sets forth our cash and cash equivalents and total capitalization as of December 31, 2011, on an actual basis, as derived from our Audited Consolidated Financial Statements, prepared in accordance with IFRS-EU, and as adjusted to give effect to this offering, including (i) application of the net proceeds in the manner described under "Use of Proceeds" and (ii) repayment of approximately U.S.$91.0 aggregate principal amount of certain other indebtedness shortly following the issuance and sale of the Notes offered hereby This table should be read in conjunction with "Summary Financial and Other Information," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our Audited Consolidated Financial Statements and notes thereto included elsewhere in these listing particulars.

Since December 31, 2011, there has been no material change in our capitalization.

	As of December 31, 2011 (Actual)		**As of December 31, 2011 (As adjusted)[2]**	
	(*in U.S.$ thousands*)[1] (unaudited)	(*in € thousands*) (unaudited)	(*in U.S.$ thousands*)[1] (unaudited)	(*in € thousands*)
Cash and cash equivalents	**22,713**	**17,554**	**64,084**	**49,528**
Outstanding indebtedness				
Short-term indebtedness	104,589	80,832	31,253	24,154
Long-term indebtedness	207,442	160,323	327,849	253,380
Secured long-term indebtedness	103,494	79,986	14,802	11,440
Notes offered hereby	–	–	300,000	231,857
Other unsecured long-term indebtedness	103,948	80,337	13,046	10,083
Total indebtedness	**312,031**	**241,155**	**359,102**	**277,535**
Total shareholders' equity	**177,384**	**137,093**	**177,384**	**137,093**
Total capitalization[3]	**489,415**	**378,248**	**536,486**	**414,627**

(1) Amounts stated in U.S. dollars have been converted from euros using an exchange rate of U.S.$1.2939 per €1.00, based on the U.S. dollar selling rate as of December 31, 2011, as published by the European Central Bank.

(2) As adjusted to reflect the issuances of U.S.$300.0 million in principal amount of Notes and the application of the estimated net proceeds from this offering in the manner described under "Use of Proceeds." Assumes net proceeds of U.S.$294.3 million, after deducting the issue discount, commissions and other estimated offering expenses, converted from U.S. dollars to euros using a rate of U.S.$1.2939 per €1.00, based on the U.S. dollar selling rate as of December 31, 2011, as published by the European Central Bank.

(3) Total capitalization corresponds to the sum of total indebtedness and total shareholders' equity.

SELECTED FINANCIAL INFORMATION

The tables below present summary financial and operating data as of and for the periods indicated. You should read the information below in conjunction with the Audited Consolidated Financial Statements and notes included elsewhere in these listing particulars, as well as the sections entitled "Presentation of Financial Information," "Selected Financial and Operating Data" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in these listing particulars.

The consolidated balance sheet data as of December 31, 2011, 2010 and 2009 and the consolidated income statement data for the years ended December 31, 2011, 2010 and 2009 have been derived from our Audited Consolidated Financial Statements as of and for the years ended December 31, 2011, 2010 and 2009, which have been prepared in accordance with IFRS-EU.

The U.S. dollar amounts provided below are translations from the euro amounts, provided solely for your convenience, at an exchange rate of : (i) an exchange rate of U.S.$1.3920 per €1.00 for income statement and cash flow statement items for the year ended December 31, 2011, based on the average U.S. dollar commercial selling rate for the year ended December 31, 2011; (ii) an exchange rate of U.S.$1.2939 per €1.00 for balance sheet items as of December 31, 2011, based on the year end U.S. dollar commercial selling rate as of December 31, 2011; (iii) an exchange rate of U.S.$1.3257 per €1.00 for income statement and cash flow statement items for the year ended December 31, 2010, based on the average U.S. dollar commercial selling rate for the year ended December 31, 2010; and (iv) an exchange rate of U.S.$1.3362 per €1.00 for balance sheet items as of December 31, 2010, based on the U.S. dollar commercial selling rate as of December 31, 2010 for the euro amounts as of December 31, 2010, each as published by the European Central Bank. See "Exchange Rates" for information regarding the rates of exchange between the euro and the U.S. dollar for the periods specified therein. These translations should not be construed as implying that the amounts represent, or could have been or could be converted into, U.S. dollars at such rates or at any other rate. The exchange rate as of April 27, 2012 was U.S.$1.3229 per €1.00.

In our Audited Consolidated Financial Statements as of and for the year ended December 31, 2010, we recognized employee profit sharing as a liability and an expense using a formula based on the profits attributable to shareholders after certain tax adjustments to the corporate income tax base. Until 2009, we recognized this commitment using the criteria set out in International Accounting Standard 12, *Income tax* ("IAS 12"), under which a portion of our employees' profit sharing was deferred as a result of temporary differences which impacted the calculation base. In September 2010, the IFRIC concluded that our employees' profit sharing should be reported in the financial statements according to the policies set out in International Accounting Standard 19, *Employee benefits* ("IAS 19"). In 2010, we changed our accounting policy accordingly, treating profit sharing as short-term employee remuneration and eliminating the deferral of income tax due to temporary differences. In accordance with International Accounting Standard 8, *Accounting policies, changes in estimates and errors* ("IAS 8"), this change in policy has been applied retroactively, and the 2009 consolidated figures included for comparative purposes in our Audited Consolidated Financial Statements as of and for the year ended December 31, 2010 have been restated. The application of this change in accounting policy resulted in an increase of 2009 profit of €0.2 million, an increase in the 2009 total shareholders' equity and deferred tax liabilities of €1.7 million and €0.8 million, respectively, as well as a decrease in provisions for other liabilities and charges of €2.6 million. See also Note 1.5 to our Audited Consolidated Financial Statements as of and for the year ended December 31, 2010.

We discuss our Audited Consolidated Financial Statements as of and for the year ended December 31, 2009 in these listing particulars because we have not prepared and are not required to prepare a complete set of audited restated consolidated annual accounts as of and for the year ended December 31, 2009 and because we believe the impact of this change in accounting policy on our financial position and results of operations as of and for the year ended December 31, 2009 was not material. As a result, the results of operations for the years ended December 31, 2011 and 2010, on the one hand, and 2009, on the other hand, may not be fully comparable.

Consolidated Income Statement Data for the Years Ended December 31, 2011, 2010 and 2009

	Year Ended December 31,				
	2011	2011	2010	2010	2009
	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of €*)
Revenue	**1,254,102**	**900,935**	**1,203,002**	**907,447**	**799,974**
Cost of goods sold	(849,145)	(610,018)	(793,467)	(598,527)	(526,351)
Gross profit	**404,957**	**290,917**	**409,535**	**308,920**	**273,623**
Selling expenses	(227,883)	(163,709)	(219,964)	(165,923)	(113,506)
Administrative expenses	(115,519)	(82,988)	(109,178)	(82,355)	(74,923)
Other operating income (expenses)	2,291	1,646	952	718	(2,543)
Operating profit	**63,846**	**45,866**	**81,345**	**61,360**	**82,651**
Financial expenses	(55,331)	(39,749)	(38,386)	(28,955)	(14,804)
Financial income	7,489	5,380	5,746	4,334	7,666
Profit before taxes	**16,004**	**11,497**	**48,705**	**36,739**	**75,513**
Income tax expense	(10,540)	(7,572)	(11,060)	(8,343)	(16,103)
Profit for the year	**5,464**	**3,925**	**37,645**	**28,396**	**59,410**
Profit attributable to:					
Shareholders of the parent company	7,677	5,515	32,607	24,596	56,139
Non-controlling interests	(2,213)	(1,590)	5,038	3,800	3,271

Consolidated Balance Sheet Data as of December 31, 2011, 2010 and 2009

	As of December 31,				
	2011	2011	2010	2010	2009
Assets	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of €*)
Non-current assets					
Property, plant and equipment	468,139	361,805	445,251	333,222	260,107
Intangible assets	811	627	445	333	22
Investments in associates	78	60	–	–	–
Deferred tax assets	28,814	22,269	20,556	15,384	9,768
Available-for-sale financial assets	1,395	1,078	1,158	867	15,485
Other receivables	8,936	6,906	9,034	6,761	4,562
Total non-current assets	**508,173**	**392,745**	**476,444**	**356,567**	**289,944**
Current assets					
Inventories	125,991	97,373	105,166	78,705	92,870
Current income tax assets	39,952	30,877	29,368	21,979	5,064
Trade and other receivables	195,266	150,913	156,596	117,195	72,626
Derivative financial instruments	–	–	–	–	40
Other financial assets at fair value through profit or loss	–	–	755	565	–
Cash and cash equivalents	22,713	17,554	11,652	8,720	25,370
Total current assets	**383,921**	**296,717**	**303,536**	**227,164**	**195,970**
Total assets	**892,094**	**689,462**	**779,980**	**583,731**	**485,914**

	As of December 31,				
	2011	2011	2010	2010	2009
Equity and liabilities	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of €*)
Equity					
Share capital	12,766	9,866	13,183	9,866	9,866
Accumulated translation difference	18,862	14,578	14,669	10,978	903
Revaluation reserve	–	–	–	–	(1,329)
Retained earnings	96,918	74,904	102,687	76,850	93,154
Total equity attributable to owners of the parent company	**128,546**	**99,348**	**130,539**	**97,694**	**102,594**
Non-controlling interest	48,838	37,745	52,666	39,415	34,697
Total shareholders' equity	**177,384**	**137,093**	**183,205**	**137,109**	**137,291**
Non-current liabilities					
Borrowings	207,442	160,323	128,375	96,075	92,824
Other long term accounts payable	–	–	–	–	514
Current income tax liabilities	10,043	7,762	14,117	10,565	9,708
Deferred tax liability	25,107	19,404	19,264	14,417	13,242
Provision for other liabilities and charges	9,057	7,000	1,583	1,185	2,852
Total non-current liabilities	**251,649**	**194,489**	**163,339**	**122,242**	**119,140**
Current liabilities					
Borrowings	104,589	80,832	107,556	80,494	66,649
Trade and other payables	339,110	262,084	306,194	229,153	150,587
Current income tax liabilities	18,368	14,196	13,016	9,741	5,736
Derivative financial instruments	–	–	–	–	835
Provision for other liabilities and charges	994	768	6,670	4,992	5,676
Total current liabilities	**463,061**	**357,880**	**433,436**	**324,380**	**229,483**
Total equity and liabilities	**892,094**	**689,462**	**779,980**	**583,731**	**485,914**

Other Consolidated Financial Information

	As of and for the Year Ended December 31,				
	2011	2011	2010	2010	2009
	(*in thousands of U.S.$, except percentages*) (unaudited)	(*in thousands of €, except percentages*) (unaudited)	(*in thousands of U.S.$, except percentages*) (unaudited)	(*in thousands of €, except percentages*) (unaudited)	(*in thousands of €, except percentages*) (unaudited)
EBITDA(1)	108,303	77,804	117,912	88,943	105,358
Adjusted EBITDA(2)	114,528	82,276	131,135	98,917	105,358
Adjusted EBITDA margin(3)	9.1%	9.1%	10.9%	10.9%	13.2%

(1) EBITDA consists of profit for the year, excluding financial expenses, financial income, income tax expense and depreciation and amortization. EBITDA is not a financial measure computed under IFRS-EU. See "—EBITDA and Adjusted EBITDA" below for further information on EBITDA and a reconciliation of our profit to EBITDA for the periods presented.
(2) Adjusted EBITDA consists of profit for the year, excluding financial expenses, financial income, income tax expense, depreciation and amortization, and royalties paid to the Añaños family for use of their formulas. Adjusted EBITDA is not a financial measure computed under IFRS-EU. See "—EBITDA and Adjusted EBITDA" below for further information on Adjusted EBITDA and a reconciliation of our EBITDA to Adjusted EBITDA for the periods presented.
(3) Adjusted EBITDA margin means Adjusted EBITDA divided by revenue.

EBITDA and Adjusted EBITDA

Our EBITDA consists of profit for the year, excluding financial expenses, financial income, income tax expense and amortization and depreciation. Our Adjusted EBITDA consists of profit for the year, excluding net finance costs/income, income tax expense, depreciation and amortization, and royalties paid to the Añaños family.

We present EBITDA and Adjusted EBITDA to enhance the understanding of our operating results. Neither EBITDA nor Adjusted EBITDA is a measure of financial performance under IFRS-EU. Items excluded from EBITDA and Adjusted EBITDA are significant components in understanding and assessing financial performance. We present EBITDA as a key performance measure because we believe it facilitates operating performance comparisons from period to period by excluding potential differences caused by variations in capital structures (affecting net finance costs), tax positions (such as the impact on periods of changes in effective tax rates or fluctuations in permanent differences or discrete quarterly items) and the impact of depreciation and amortization. We present Adjusted EBITDA as a key performance measure because we believe it further facilitates operating performance comparisons from period to period by also excluding the impact of the royalties we pay the Añaños family for the use of the formulas we use to manufacture our products. Neither EBITDA nor Adjusted EBITDA should be considered in isolation or as an alternative to profit for the period or other data presented in our financial statements as indicators of financial performance or liquidity. Because EBITDA and Adjusted EBITDA are not measurements determined in accordance with IFRS-EU and are thus susceptible to varying calculations, the EBITDA and Adjusted EBITDA we present may not be comparable to other similarly titled measures of performance of other companies.

The following table reconciles our profit for the year to EBITDA, and our EBITDA to Adjusted EBITDA:

	As of and for the Year Ended December 31,				
	2011	**2011**	**2010**	**2010**	**2009**
	(*in thousands of U.S.$*)	(*in thousands of €*)	(*in thousands of U.S.$*) (unaudited)	(*in thousands of €*)	(*in thousands of €*)
Profit for the year	5,464	3,925	37,645	28,396	59,410
Financial expenses	55,331	39,749	38,386	28,955	14,804
Financial income	(7,489)	(5,380)	(5,746)	(4,334)	(7,666)
Income tax expense	10,540	7,572	11,060	8,343	16,103
Depreciation and amortization	44,457	31,938	36,567	27,583	22,707
EBITDA	108,303	77,804	117,912	88,943	105,358
Royalties paid to the Añaños family	6,225	4,472	13,223	9,974	–
Adjusted EBITDA	114,528	82,276	131,135	98,917	105,358

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is based on, and should be read in conjunction with, our Audited Consolidated Financial Statements and related notes as of and for the years ended December 31, 2011, 2010 and 2009 included elsewhere in these listing particulars and with the financial information included under "Selected Financial Information." Our Audited Consolidated Financial Statements as of and for the years ended December 31, 2011, 2010 and 2009 were prepared in accordance with IFRS-EU.

This section contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including, without limitation, those set forth in "Forward-Looking Statements," "Risk Factors" and the matters set forth in these listing particulars in general.

Overview

We are a leading, independent producer and distributor of carbonated soft drinks, nectar and citrus drinks, bottled water, isotonics, beer, tea and other beverages throughout Latin America (Colombia, Peru, Venezuela, Central America, Mexico, Ecuador and Brazil) and in Thailand. We sell our products through numerous brands, including our carbonated soft drink brand Big Cola and our non-carbonated soft drink brands Cifrut, Big Citrus, Pulp, Sporade, Cielo, Cool Tea and Free Tea. The majority of our operations are in countries with an investment grade long-term sovereign debt rating from an internationally recognized rating agency. We offer high quality products at low prices targeted primarily at consumers in mid to lower income segments. These segments are rapidly growing globally and include a majority of the population of Latin America. Further, the per capita consumption of soft drinks in many of the countries where we operate is lower than the more mature U.S. and European markets. By offering premium products to populations that are fast growing and under-served, we are able to rapidly grow our business.

As of December 31, 2011, we were the 12th ranked Latin American multinational company according to America Economía 2011 Multilatina Ranking, which is based on several factors including international operations, total number of workers, geographic coverage and international growth potential. In 2011, we sold approximately 3.2 billion liters of beverages. In 2011, we generated revenue, gross profit and Adjusted EBITDA of €900.9 million (U.S.$1,254.1 million), €290.9 million (U.S.$405.0 million) and €82.3 million (U.S.$114.5 million), respectively, as compared to €907.4 million (U.S.$1,203.0 million), €308.9 million (U.S.$409.5 million) and €98.9 million (U.S.$131.1 million) respectively, in 2010. For more information about Adjusted EBITDA see "Selected Financial Information."

Factors affecting the comparability of our results of operations

In our Audited Consolidated Financial Statements as of and for the year ended December 31, 2010, we recognized employee profit sharing as a liability and an expense using a formula based on the profits attributable to shareholders after certain tax adjustments to the corporate income tax base. Until 2009, we recognized this commitment using the criteria set out in International Accounting Standard 12, *Income tax* ("IAS 12"), under which a portion of our employees' profit sharing was deferred as a result of temporary differences which impacted the calculation base. In September 2010, the IFRIC concluded that our employees' profit sharing should be reported in the financial statements according to the policies set out in International Accounting Standard 19, *Employee benefits* ("IAS 19"). In 2010, we changed our accounting policy accordingly, treating profit sharing as short-term employee remuneration and eliminating the deferral of income tax due to temporary differences. In accordance with International Accounting Standard 8, *Accounting policies, changes in estimates and errors* ("IAS 8"), this change in policy has been applied retroactively, and the 2009 consolidated figures included for comparative purposes in our Audited Consolidated Financial Statements as of and for the year ended December 31, 2010 have been restated. The application of this change in accounting policy resulted in an increase of 2009 profit of €0.2 million, an increase in the 2009 total shareholders' equity and deferred tax liabilities of €1.7 million and €0.8 million, respectively, as well as a decrease in provisions for other liabilities and charges of €2.6 million. See also Note 1.5 to our Audited Consolidated Financial Statements as of and for the year ended December 31, 2010.

We discuss our Audited Consolidated Financial Statements as of and for the year ended December 31, 2009 in these listing particulars because we have not prepared and are not required to prepare a complete set of audited restated consolidated annual accounts as of and for the year ended December 31, 2009 and because we believe the impact of this change in accounting policy on our financial position and results of operations as of and for the year ended December 31, 2009 was not material. As a result, the results of operations for the years ended December 31, 2011 and 2010, on the one hand, and 2009, on the other hand, may not be fully comparable.

Critical Accounting Policies

The preparation of financial statements in conformity with IFRS-EU requires that management make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of our consolidated financial statements and revenue and expenses during the periods reported. The critical accounting policies used in the preparation of our Audited Consolidated Financial Statements are those that are important both to the presentation of financial condition and result of operations and require significant judgments with regard to estimates used. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions. We make estimates and judgements in relation to the future. The resulting accounting estimates will, by definition, seldom match the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below. For a further description of our significant accounting policies, see notes 2 and 4 to our Audited Consolidated Financial Statements as of and for the year ended December 31, 2011 included elsewhere in these listing particulars.

Useful life of property, plant and equipment

We determine the estimated useful lives, the residual values and the corresponding depreciation charges for our property, plant and equipment. The estimated useful lives could change significantly as a consequence of technical innovation and actions on the part of competitors. We will increase depreciation charges when the useful life is lower than the life estimated previously or will depreciate or eliminate technically obsolete or non-strategic assets which have been abandoned or sold.

Estimates of the recoverability of tax assets

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Audited Consolidated Financial Statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized insofar as it is probable that there will be future tax profits against which to offset the temporary differences.

The estimates on the recoverability of taxes take as a basis the profit projections of the companies in our group located in the various tax jurisdictions, to the extent that we do not have an international tax consolidation system. These projections are taken into account provided they can be reliably estimated, which is usually the case when we have been operating for a number of years in the jurisdiction in question.

For this reason, tax assets have only been recognized for a part of our tax loss carry forwards, relating to Atic and certain Mexican and Venezuelan subsidiaries.

Test of impairment of fixed assets

In those cases in which an indicator has been detected of a possible impairment, we test whether the corresponding fixed assets (grouped in cash generating units) have suffered any loss due to value impairment. The recoverable amounts of the cash generating units have been determined on the basis of value-in-use calculations. These calculations require the use of estimates.

A reduction of 2% in the projected gross margin, of 1% of forecast sales increases or an increase of 1% in the estimated pre-tax rate of discount (in absolute terms in all cases) used for the calculation of value in use of the corresponding cash generating units would not have led to the recognition of a loss due to impairment of property, plant and equipment.

Impairment of trade receivables

We estimate the recoverability of customer and other debtor receivables by assessing whether there is objective evidence of a receivable having suffered losses due to impairment of value, which requires the exercise of judgment by management in order to determine if there is objective evidence indicating the existence of impairment, and to estimate future cash flows that are used for recording the necessary provision.

Consolidation of certain entities

Under IFRS-EU, a special purpose entity is consolidated when the substance of the relation between us and that entity indicates that the latter is controlled by us, even if it does not hold any of its capital. On this basis, for the purposes of preparing the Audited Consolidated Financial Statements, we have included in our consolidation certain entities in which we do not hold any shares but which, in accordance with IFRS-EU, must be consolidated to the extent that (i) they are controlled by Atic management, (ii) their activities are an extension of that of certain Atic subsidiaries (they constitute a part of the production or commercial process, providing services necessary for the management and administration of our activities) and (iii) Atic is their principal beneficiary and, in the last resort, bears the risk of their activities.

Exchange rate applicable in Venezuela

With effect from February 2003, a control exchange system has been in force in Venezuela which includes the fixing of an official controlled exchange rate of 4.30 Venezuelan bolívar fuerte per U.S. dollar as at December 31, 2011 and 2010. The Currency Administration Commission *(Comisión de Administración de Divisas)* ("CADIVI") controls and approves the acquisition and sale of currency at the official exchange rate.

To be able to obtain currencies at the above-mentioned official rate for the payment of debts and dividends in foreign currency, companies must comply with a series of administrative and legal requirements and obtain the prior approval of CADIVI. Alternatively, prior to June 2010, companies could opt to use the securities swap market, by means of which it was possible to obtain currencies indirectly at an implicit rate which at December 31, 2009 stood at 5.97 Venezuelan bolívar fuerte per U.S. dollar. With effect from June 2010, the Venezuelan government determined that companies may apply to acquire securities through the Foreign Currency Securities Transaction System (*Sistema de Transacciones con Títulos en Moneda Extranjera*) ("SITME"), up to a maximum of U.S.$350,000 per month. At December 31, 2011 and 2010, the SITME rate was 5.30 Venezuelan bolívar fuerte per U.S. dollar.

As of December 31, 2011, our Venezuelan subsidiaries recorded accounts payable in U.S. dollars, including balances with other group companies eliminated in the consolidation process, for which funds had been requested and were pending approval by CADIVI. Additionally, at December 31, 2011, those subsidiaries maintained a net monetary asset position in U.S. dollars, including balances with other group companies eliminated in the consolidation process, related to assets and liabilities for which CADIVI authorization had not been requested.

To translate such balances to the functional currency of the Venezuelan subsidiaries pursuant to International Accounting Standard 21, *The effects of changes in foreign exchange rates* ("IAS 21"), we make our best estimate of the expectation of future flows of Venezuelan bolívar fuerte which would have to be paid at the year-end in order to extinguish the obligations, or which would be received following cancellation of the monetary assets. At December 31, 2011, balances payable with CADIVI were valued at the official rate of 4.30 Venezuelan bolívar fuerte per U.S. dollar, and other monetary assets and liabilities in foreign currency were valued at the SITME rate of 5.30 Venezuelan bolívar fuerte per U.S. dollar. Valuing the totality of monetary assets and liabilities at year end at the SITME rate would have entailed a loss on exchange of €2.6 million at December 31, 2011.

We have used the official rate to translate the assets, liabilities, equity, results and cash flows of our Venezuelan subsidiaries to the presentation currency given that this is the rate at which we expect to realize our investment, mainly by receiving dividends on account of the future results of the subsidiary, and given that (i) we do not anticipate any significant difficulties in complying with the relevant legal and administrative requirements and obtaining the authorization of the CADIVI and (ii) we and the minority shareholders of the subsidiary currently intend not to demand payment of dividends in the short term, until the procedures necessary for obtaining the foreign currency at the official rate of exchange have been completed.

Principal Factors Affecting Our Results of Operations

Our results of operations have been influenced and will continue to be influenced by a variety of factors, including:

- the market price of our production inputs;
- fluctuations in the exchange rates;
- inflation of the Venezuela bolívar fuerte;
- seasonality and weather conditions;
- expansion into new countries; and
- certain exceptional items.

The market price of our production inputs

The prices that we charge for our products are indirectly related to our production costs. Fluctuations in the market price of sugar, fructose and resin, our main raw materials, have significant effects on our costs of goods sold. To the extent that we are unable to pass a significant portion of these costs on to our customers, significant increases in the price of sugar, fructose or resin and, consequently, the cost of producing our products, would likely reduce our gross margins and our results of operations. Conversely, significant decreases in the price of sugar, fructose or resin and, consequently, the cost of producing our products, would likely increase our gross margins and our results of operations.

Sugar and Fructose

Sugar and fructose represented approximately 29% of our total cost of goods sold in 2011 and 2010. The prices of sugar and fructose are highly volatile, and sugar prices in some of the countries in which we operate are subject to local regulations and other barriers to market entry.

We do not currently hedge our exposure to changes in the price of sugar or fructose. However, to mitigate our risks, we have annual contracts with our suppliers that fix the price of sugar or set a price range, and we purchase sugar from a variety of sugar producers in order to obtain the best prices.

Resin

We also purchase resin which is used to make PET preforms, which we use to create our plastic bottles, and we purchase PET preforms. The prices for resin and PET preforms are tied to a number of factors including economic and political events, seasonal consumption, cotton prices and oil prices.

We do not currently hedge our exposure to changes in the price of resin. To reduce our exposure to the risk of changes in the price of resin, we purchase resin from a variety of suppliers in Latin America and Asia to obtain better price conditions.

Fluctuations in exchange rates

The payments we receive from customers for products sold in the countries in which we operate are typically in the local currency. Consequently, fluctuations in the rate of exchange between the euro and these local currencies may affect our results of operations and period-to-period comparisons of our operating results. For example, if the value of the euro were to increase relative to a given local currency, then our reported revenue would decrease when we convert the lower valued local currency into euros.

Furthermore, most of our indebtedness is denominated in U.S. dollars, certain of our raw material purchases are in or determined with reference to U.S. dollars, and certain of our other indebtedness is denominated in euros. Fluctuations in exchange rates impact the average market price we pay for resin, the main material used to produce our bottles and caps, and the payments on U.S. dollar and euro-denominated debt. In periods of high volatility in the U.S. dollar or euro exchange rate, we may be unable to pass on in the local currency to our customers the resulting increased cost of resin and payments of U.S. dollar and euro-denominated debt. Accordingly, a depreciation in a local currency used to purchase our products or an appreciation in the U.S. dollar or euro may have a material adverse effect on our business, financial condition, results of operations or liquidity.

Inflation of the Venezuelan bolívar fuerte

Under International Accounting Standard 29, *Financial reporting in hyperinflationary economies* ("IAS 29"), we must determine whether any subsidiary operates in a hyperinflationary economy, which means that the currency loses purchasing power at such a rate that it is misleading to compare results from one time period to another. In 2009, we considered the Venezuelan economy as hyperinflationary. The Venezuelan inflation information over the past three years is as follows:

	As of December 31,		
	2011	**2010**	**2009**
Rate at start of year	208.20	163.70	130.90
Rate at end of year	265.60	208.20	163.70
Inflation for the year	27.6%	27.2%	25.1%

As a result, the financial information provided in terms of historic cost of Ajeven C.A., a Venezuelan subsidiary, are expressed in terms of the current purchasing power of the Venezuelan bolívar fuerte at the year end. This includes adjusting the historic cost of non-monetary assets, liabilities, and shareholders' equity, restating the various income and expense items of our consolidated income statement and adjusting our consolidated income statement for the inflation index since its generation and up to year-end to reflect the financial loss or gain caused by the impact of inflation over the year on net monetary assets. In accordance with IAS 29, comparative figures have not been restated. The cumulative impact of hyper-inflation has been recorded in shareholders' equity under accumulated translation differences. For further information see note 2.3(d) to our Audited Consolidated Financial Statements as of and for the year ended December 31, 2011.

Seasonality and weather conditions

Because we operate in numerous countries in a variety of locations throughout the world, the impact of seasonality and weather conditions on our total consolidated business can be mitigated. Nevertheless, our quarterly financial results can vary from one year to the next due to seasonal and weather related shifts in purchasing patterns.

However, sales of our products are seasonal on a country by country basis, as our sales levels generally increase during the summer months. In Mexico and Central America, we typically achieve our highest sales during the summer months of May through September. In Peru, Ecuador, Venezuela, Colombia, and Brazil, we typically achieve our highest sales during the summer months of December through April. In Thailand, we see our lowest sales during monsoon season, which is from April to October.

Weather conditions directly affect the consumption of all our products. High temperatures and prolonged periods of warm weather increase consumption of carbonated soft drinks and waters, while unseasonably cool weather adversely affects our sales.

Expansion into new countries

Since 2006, we have commenced operations in three new countries: Thailand (2006), Colombia (2007) and, most recently, Brazil (2011). We plan to continue to replicate our operating model and expand our distribution network and product offerings in these geographic areas. Our ability to expand our business into new countries and thus increase our customer base will significantly affect our results of operations. Further, there is a delay between the time we incur capital expenditures related to such expansions and the time we begin to recognize revenue from such new countries.

Exceptional items

During the year ended December 31, 2011, we recorded an exceptional net expense of €1.3 million in connection with tax disputes with the Thai Department of Excise Tax claimed to be owed in relation to inspections and payments related to excise taxes. For further information, see note 29 to our Audited Consolidated Financial Statements as of and for the year ended December 31, 2011.

Primary Revenue and Expense Components

The following is a description of the primary components of our revenues and expenses:

Revenue

We primarily generate revenue from the sales of our soft drink products to small retailers, distributors and supermarket chains. Our revenue depends on our sales volume, price in local currency and the foreign exchange rates in the countries in which we operate. In addition, we generate a small amount of revenue from management services provided and royalty sales to affiliated companies. In many countries, consumption levels depend on economic conditions, the level of competition, weather and our marketing initiatives.

Cost of goods sold

Our cost of goods sold primarily include (1) the cost of our raw materials, which include sugar and resin, (2) depreciation and amortization related to fixed assets used to produce our products, and (3) our labor costs associated with production. Our raw material costs are our largest costs of sales, which depend on local market prices in the case of sugar and global market prices in the case of resin, as well as our sales volume.

Selling expenses

Our selling expenses primarily include labor expenses for our sales representatives, transportation of our products from our plants to our distribution centers (heavy freight costs) and from our distribution centers to the final points of sale (light freight costs), and advertising and promotion costs. We pay our third party distributors a fixed, negotiated amount for their distribution services. During 2011, expenses associated with the royalties paid to the Añaños family for the use of their formulas were included under selling expenses, and, during 2010, such expenses were included under administrative expenses; no such expenses were incurred during 2009.

Administrative expenses

Our administrative expenses primarily include labor expenses for our management, third party services such as professional services and other items such as rent, insurance, depreciation and amortization. During 2011, expenses associated with the royalties paid to the Añaños family for the use of their formulas were included under selling expenses, and, during 2010, such expenses were included under administrative expenses; no such expenses were incurred during 2009. As we grow our business, we expect our administrative expenses to increase in absolute amounts but to decrease as a percentage of sales.

Financial income

Our financial income relates to adjustments for monetary restatements primarily due to inflation in Venezuela. Because of the hyperinflation in Venezuela, our assets in Venezuela increase in value and we recognize income in connection with that increase.

Results of Operations for the Year Ended December 31, 2011 Compared to the Year Ended December 31, 2010

Consolidated Income Statement	**Year Ended December 31,**		
	2011	**2010**	**Variation (%)**
	(in thousands of €, except percentages)		
Revenue	**900,935**	**907,447**	**(0.7)%**
Cost of goods sold	(610,018)	(598,527)	1.9%
Gross profit	**290,917**	**308,920**	**(5.8)%**
Selling expenses	(163,709)	(165,923)	(1.3)%
Administrative expenses	(82,988)	(82,355)	0.8%
Other operating income (expenses)	1,646	718	129.2%
Operating profit	**45,866**	**61,360**	**(25.3)%**
Financial expenses	(39,749)	(28,955)	37.3%
Financial income	5,380	4,334	24.1%
Profit before taxes	**11,497**	**36,739**	**(68.7)%**
Income tax expense	(7,572)	(8,343)	(9.2)%
Profit for the year	**3,925**	**28,396**	**(86.2)%**
Profit attributable to:			
Shareholders of the parent company	5,515	24,596	(77.6)%
Non-controlling interests	(1,590)	3,800	(141.8)%

Revenue

Our revenue decreased 0.7% to €900.9 million in 2011 from €907.4 million in 2010. This decrease was caused by a sales volume decrease of 7.8% from 3.5 billion liters in 2010 to 3.2 billion liters in 2011, primarily as a result of the restructuring of our operations in Mexico, offset partially by a 8.9% increase in sales volume in other countries (excluding Venezuela). This decrease was partially offset by an increase in the average price per liter of 7.6% from €0.26 in 2010 to €0.28 in 2011.

Revenue in Peru decreased 1.5%, or €2.6 million, from €166.1 million in 2010 to €163.5 million in 2011, principally due to the depreciation of the Peruvian nuevo sol relative to the euro as well as to slightly lower sales volume, offset in part by a 3.4% increase in average price per liter in local currency. Total sales volume decreased by 1.2%, or 7.4 million liters, to 625.0 million liters in 2011 from 632.4 million liters in 2010. The decrease in sales volume was primarily the result of our focus on non-carbonated soft drink products, which generally have higher profit margins.

Revenue in Colombia increased 18.6%, or €25.7 million, from €138.4 million in 2010 to €164.1 million in 2011, principally due to an increase in sales volume. Total sales volume grew by 15.4%, or 70.3 million liters, to 527.8 million liters in 2011 from 457.5 million liters in 2010. 2011 was our fourth year of operations in

Colombia, and the increase in sales volume was primarily the result of the expansion of our sales territory in Colombia and the expansion of our product line as a result of the introduction of bottled water during the fourth quarter of 2010. This increase in sales volume was supported by a 5.3% increase in average price per liter in local currency, in line with inflation, and the general appreciation of the Colombian peso relative to the euro.

Revenue in Thailand increased 5.1%, or €6.1 million, from €120.8 million in 2010 to €127.0 million in 2011, principally due to a 3.2% increase in our average price per liter in local currency as well as an increase in sales volume. Total sales volume grew by 2.8%, or 10.3 million liters, to 379.2 million liters in 2011 from 369.0 million liters in 2010. The increase in sales volume was primarily the result of our successful England FA marketing campaign. These increases in price and sales volume were offset in part by the depreciation of the Thai baht relative to the euro.

Revenue in Venezuela increased 8.9%, or €9.4 million, from €105.3 million in 2010 to €114.7 million in 2011, principally due to the hyper-inflationary economic conditions in Venezuela. Total sales volume decreased by 15.3%, or 34.1 million liters, to 188.9 million liters in 2011 from 223.0 million liters in 2010. The decrease in sales volume was primarily the result of the adverse economic environment and political conditions in Venezuela, resulting in decreased consumer demand due to a decrease in per capital disposable income. In addition, our average price per liter in local currency increased 33.5% due to the high levels of inflation.

Revenue in Central America increased 28.5%, or €20.7 million, from €72.5 million in 2010 to €93.2 million in 2011, principally due to higher sales volume. Total sales volume grew by 27.8%, or 82.1 million liters, to 377.3 million liters in 2011 from 295.2 million liters in 2010. The increase in sales volume was primarily the result of the successful transition during 2011 of our distribution network in Costa Rica, El Salvador, Honduras, Nicaragua, and Panama from our own sales force to third party distributors, which resulted in increased product sales. This increase in sales volume was supported by the general appreciation of the local currencies relative to the euro while our average price per liter in local currency as a whole was relatively flat.

Revenue in Mexico decreased 29.2%, or €74.1 million, from €253.5 million in 2010 to €179.3 million in 2011, principally due to decreased sales volume as well as, to a lesser extent, the general appreciation of the Mexican peso relative to the euro. Total sales volume decreased by 30.7%, or 412.4 million liters, to 930.1 million liters in 2011 from 1,342.5 million liters in 2010. The decrease in sales volume was primarily the result of the restructuring of our operations to focus on higher margin products and production and distribution efficiencies. In particular, we eliminated certain presentations and formats and reduced our sales force. This decrease in sales volume was offset in part by a 6.5% increase in average price per liter in local currency.

Revenue in Ecuador remained relatively flat, increasing 0.5%, or €0.2 million, from €50.9 million in 2010 to €51.1 million in 2011, principally due to lower sales volume as well as, to a lesser extent, the general appreciation of the U.S. dollar, the local currency in Ecuador, relative to the euro. Total sales volume decreased by 9.9%, or 19.9 million liters, to 180.7 million liters in 2011 from 200.6 million liters in 2010. The decrease in sales volume was partially offset by a 17.5% increase in average price per liter in local currency. These changes in sales volume and price resulted from the optimization of our product mix, presentations and formats.

In addition, during 2011, we entered the Brazilian market and we also began receiving royalty income from the Indonesian subsidiaries of Callpa Limited for the use of our Big Cola brand in that market as well as management fees. This resulted in additional revenue of €8.0 million in 2011.

	2011	2010	Var. (%)
	(in thousands of €, except percentages)		
Peru	163,547	166,108	(1.5)
Colombia	164,063	138,390	18.6
Thailand	126,963	120,817	5.1
Venezuela	114,651	105,256	8.9
Central America	93,236	72,536	28.5
Mexico	179,346	253,488	(29.2)
Ecuador	51,094	50,852	0.5
Other(1)	8,035	—	n.m.*
	900,935	**907,447**	**(0.7)**

*n.m. Not meaningful

(1) Represents revenue from Brazil and royalty income from the Indonesian subsidiaries of Callpa Limited for the use of our Big Cola brand in that market.

Cost of goods sold

Cost of goods sold increased 1.9% to €610.0 million in 2011 from €598.5 million in 2010 due to (i) an increase in the cost of raw materials, including sugar (in local currencies) and resin (in U.S. dollars), and (ii) our commencement of operations in Brazil. The costs of sugar (including fructose) and resin, which together represented over 49% of the cost of goods sold in 2011, increased 15.5% and 6.6% respectively from 2010 to 2011. These increases in cost were partially offset by our decrease in sales volume as well as the depreciation of several local currencies against the euro.

Gross profit

Gross profit decreased 5.8% to €290.9 million in 2011 from €308.9 million in 2010, as a result of the factors described above.

Selling expenses

Selling expenses remained relatively flat, decreasing 1.3% to €163.7 million in 2011 from €165.9 million in 2010, primarily due to a decrease in our advertising costs in 2011, as well as, to a lesser extent, a decrease in transportation expenses. Our advertising costs decreased because we refined and focused our marketing strategy in 2011 after launching our new marketing strategy in 2010. In 2010, we made significant, upfront investments in our brand marketing. Our transportation expenses decreased primarily as a result of our decrease in sales volume. These decreases were offset by increased labor and other selling expenses (which include depreciation, amortization, taxes and travel expenses).

A detailed composition of our selling expenses for the fiscal years ended December 31, 2011 and 2010 is shown in the following table.

	2011	2010		2011	2010
	(in thousands of €)		**% change**	**Selling Expenses as a % of Revenue**	
Labor expenses	30,900	29,361	5.2%	3.4%	3.2%
Transportation	60,284	62,157	(3.0)%	6.7%	6.8%
Advertising and promotion	34,089	38,287	(11.0)%	3.8%	4.2%
Other	38,436	36,118	6.4%	4.3%	4.0%
Selling expenses	**163,709**	**165,923**	**(1.3)%**	**18.2%**	**18.3%**

Administrative expenses

Administrative expenses remained relatively flat, increasing 0.8% to €83.0 million in 2011 from €82.4 million in 2010. During 2011, we had increased labor expenses primarily as a result of new administrative hires, particularly senior management, in connection with our efforts to further strengthen our corporate management team. This increase was largely offset by a decrease in other administrative expenses (which include rent, insurance, depreciation, amortization, utility costs, taxes and travel expenses). Other administrative expenses decreased primarily as a result of certain one-time expenses incurred in 2010. In 2010, royalties paid to the Añaños family for the use of their formulas were included under administrative expenses, and, in 2011, such royalties were included under selling expenses. Further, in 2010, we incurred certain expenses related to our acquisition of utilization rights for intangible assets used in the preparation, production and marketing of our products in Colombia (see "Related Party Transactions").

A detailed composition of our administrative expenses for the fiscal years ended December 31, 2011 and 2010 is shown in the following table.

	2011	2010		2011	2010
	(in thousands of €)		% change	Administrative Expenses as % of Revenue	
Labor expenses	31,569	17,679	78.6%	3.5%	1.9%
Third-party services provided	13,112	12,592	4.1%	1.5%	1.4%
Other	38,307	52,084	(26.5)%	4.3%	5.7%
Administrative expenses	**82,988**	**82,355**	**0.8%**	**9.2%**	**9.1%**

Operating profit

Operating profit decreased 25.3% to €45.9 million in 2011 from €61.4 million in 2010, as a result of the factors described above.

Financial expenses

Financial expenses increased 37.3% to €39.7 million in 2011 from €29.0 million in 2010, due to an increase in interest expenses related to loans from €16.5 million in 2010 to €24.1 million in 2011 as a result of an increase in our total outstanding debt from €176.6 million as of December 31, 2010 to €241.2 million as of December 31, 2011. In addition, the increase in financial expenses was further affected by the negative impact of the value of local currencies, particularly the Venezuela bolívar fuerte, relative to the U.S. dollar, the currency in which most of our liabilities are denominated.

Financial income

Financial income increased 24.1% to €5.4 million in 2011 from €4.3 million in 2010, primarily due to an adjustment for monetary restatement related to Venezuelan inflation.

Profit before taxes

Profit before taxes decreased 68.7% to €11.5 million in 2011 from €36.7 million in 2010, as a result of the factors described above.

Income tax expense

Income tax expense decreased 9.2% to €7.6 million in 2011 from €8.3 million in 2010, due to our decreased profit before taxes in 2011. Our effective income tax rate did not decrease in proportion to the decrease in our profit before taxes because certain of our subsidiaries incurred losses in 2011 for which tax credits on losses were not recorded during 2011.

Profit for the year

Profit for the year decreased 86.2% to €3.9 million in 2011 from €28.4 million in 2010, as a result of the factors described above.

Results of Operations for the Year Ended December 31, 2010 Compared to the Year Ended December 31, 2009

Consolidated Income Statement	**Year Ended December 31,**		
	2010	**2009**	**Variation (%)**
	(*in thousands of €, except percentages*)		
Revenue	**907,447**	**799,974**	**13.4%**
Cost of goods sold	(598,527)	(526,351)	13.7%
Gross profit	**308,920**	**273,623**	**12.9%**
Selling expenses	(165,923)	(113,506)	46.2%
Administrative expenses	(82,355)	(74,923)	10.0%
Other operating income (expenses)	718	(2,543)	128.2%
Operating profit	**61,360**	**82,651**	**(25.8)%**
Financial expenses	(28,955)	(14,804)	95.6%
Financial income	4,334	7,666	(43.5)%
Profit before taxes	**36,739**	**75,513**	**(51.3)%**
Income tax expense	(8,343)	(16,103)	(48.2)%
Profit for the year	**28,396**	**59,410**	**(52.2)%**
Profit attributable to:			
Shareholders of the parent company	24,596	56,139	(56.2)%
Non-controlling interests	3,800	3,271	16.2%

Revenue

Our revenue increased 13.4% to €907.4 million in 2010 from €800.0 million in 2009. Sales volume increased 3.3% from 3.4 billion liters in 2009 to 3.5 billion liters in 2010, primarily as a result of the expansion of our sales territory in the countries in which we operate and expansion of our product offering in most of the countries in which we operate. We had higher sales volumes in all countries in which we operate except for Mexico and Venezuela. The average price per liter increased 9.8% from €0.23 in 2009 to €0.26 in 2010.

Revenue in Peru increased 21.3%, or €29.1 million, from €137.0 million in 2009 to €166.1 million in 2010, principally due to higher sales volume as well as the general appreciation of the Peruvian nuevo sol relative to the euro. Total sales volume grew by 11.9%, or 67.2 million liters, to 632 million liters in 2010 from 565 million liters in 2009. The increase in sales volume was primarily the result of a successful marketing campaign for Kola Real and improvements to the operational efficiency of our distribution network. The increase in sales volume was offset in part by a slight decrease of 1.6% in average price per liter in local currency.

Revenue in Colombia increased 47.7%, or €44.7 million, from €93.7 million in 2009 to €138.4 million in 2010, principally due to appreciation in the Colombian peso relative to the euro as well as, to a lesser extent, an increase in sales volume. Total sales volume grew by 14.8%, or 58.9 million liters, to 457 million liters in 2010 from 399 million liters in 2009. 2010 was our third year of operations in Colombia, and the increase in sales volume was primarily the result of the expansion of our sales territory in Colombia. In addition, our average price per liter in local currency increased 7.5% as a result of our introduction of new product presentations and formats with higher prices.

Revenue in Thailand increased 28.9%, or €27.1 million, from €93.7 million in 2009 to €120.8 million in 2010, principally due to appreciation in the Thai baht relative to the euro as well as an increase in sales volume. Total sales volume grew by 13.4%, or 43.7 million liters, to 369 million liters in 2010 from 325.2 million liters in 2009. 2010 was our fourth year of operations in Thailand, and the increase in sales volume was primarily the result of expansion of our sales territory in Thailand. In addition, our average price per liter in local currency was relatively flat.

Revenue in Venezuela decreased 27.9%, or €40.7 million, from €146.0 million in 2009 to €105.3 million in 2010, principally due to depreciation in the Venezuelan bolívar fuerte relative to the euro as a result of the foreign exchange policy in Venezuela. Total sales volume decreased by 10.2%, or 25.4 million liters, to 223 million liters in 2010 from 248 million liters in 2009. The decrease in sales volume was primarily the result of the adverse economic environment and political conditions in Venezuela, resulting in decreased supply due to decreased production and decreased consumer demand due to a decrease in per capita disposable income.

Partially offsetting these declines, our average price per liter in local currency increased 50.5% due to the high levels of inflation.

Revenue in Central America increased 45.5%, or €22.7 million, from €49.9 million in 2009 to €72.5 million in 2010, principally due to higher sales volume. Total sales volume grew by 33.7%, or 74 million liters, to 295.2 million liters in 2010 from 220.8 million liters in 2009. The increase in sales volume was primarily the result of the introduction of new product presentations and formats for Big Cola throughout Central America and the successful transition during 2010 of our distribution network in Guatemala from our own sales force to third party distributors, which resulted in increased product sales. This increase in sales volume was supported by the general appreciation of the local currencies relative to the euro, as well as a slight increase in our average price per liter in local currency as a whole.

Revenue in Mexico increased 6.4%, or €15.3 million, from €238.2 million in 2009 to €253.5 million in 2010, principally due to appreciation in the Mexican peso relative to the euro as well as, to a lesser extent, a 4.4% increase in average price per liter in local currency. Total sales volume decreased by 9.7%, or 144 million liters, from 1,487 million liters in 2009 to 1,342 million liters in 2010. The decrease in sales volume was primarily the result of weather conditions (temperatures were lower than average in 2010) and increased competition with respect to our citrus beverages.

Revenue in Ecuador increased 22.7%, or €9.4 million, from €41.5 million in 2009 to €50.9 million in 2010, principally due to higher sales volume as well as, to a lesser extent, the general appreciation of the U.S. dollar, the local currency in Ecuador, relative to the euro. Total sales volume grew by 24.3%, or 39.2 million liters, to 201 million liters in 2010 from 161 million liters in 2009. The increase in sales volume was primarily the result of a successful marketing campaign for Big Cola. This increase in sales volume was offset in part by a 4.5% decrease in average price per liter in local currency as a result of increased sales of Big Cola, a lower priced product.

	2010	**2009**	**Var. (%)**
	(*in thousands of €, except percentages*)		
Peru	166,108	136,972	21.3%
Colombia	138,390	93,705	47.7%
Thailand	120,817	93,733	28.9%
Venezuela	105,256	146,008	(27.9)%
Central America	72,536	49,868	45.5%
México	253,488	238,230	6.4%
Ecuador	50,852	41,458	2.7%
	907,447	**799,974**	**13.4%**

Cost of goods sold

Cost of goods sold increased 13.7% to €598.5 million in 2010 from €526.4 million in 2009 due to (i) an increase in our sales volume; (ii) the appreciation of several local currencies against the euro and (iii) an increase in the cost of raw materials, including sugar (in local currencies) and resin (in U.S. dollars). The costs of sugar (including fructose) and resin, which together represented over 50% of the cost of goods sold in 2010, increased 37.1% and 20.4% respectively from 2009 to 2010.

Gross profit

Gross profit increased 12.9% to €308.9 million in 2010 from €273.6 million in 2009, as a result of the factors described above.

Selling expenses

Selling expenses increased 46.2% to €165.9 million in 2010 from €113.5 million in 2009 primarily due to an increase in advertising costs in 2010 in an effort to strengthen our brands, an increase in costs related to our sales force as a result of increased sales volumes and an increase in the size of our sales force, and an increase in our other selling expenses generally due to the expansion of our business. In addition, our transportation expenses increased slightly as a result of our increase in sales volume.

A detailed composition of our selling expenses for the fiscal years ended December 31, 2010 and 2009 is shown in the following table.

	2010	2009		2010	2009
	(in thousands of €)		% change	Selling Expenses as a % of Revenue	
Labor expenses	29,361	17,791	65.0%	3.2%	2.2%
Transportation	62,157	56,435	10.1%	6.8%	7.1%
Advertising and promotion	38,287	18,180	110.6%	4.2%	2.3%
Other	36,118	21,100	71.2%	4.0%	2.6%
Selling expenses	**165,923**	**113,506**	**46.2%**	**18.3%**	**14.2%**

Administrative expenses

Administrative expenses increased 9.9% to €82.4 million in 2010 from €74.9 million in 2009, due generally to the increased size of our business (in particular our increased sales volumes and expansion of our geographic coverage). In particular, other administrative expenses increased, in part as a result of certain one-time expenses incurred in 2010. In 2010, we paid royalties to the Añaños family for the use of their formulas, which were included under administrative expenses, and, in 2009, no such royalties were paid. Further, in 2010, we incurred certain expenses related to our acquisition of utilization rights for intangible assets used in the preparation, production and marketing of our products in Colombia (see "Related Party Transactions"). The increase in other administrative expenses was offset partially by decreased labor expenses as a result of certain administrative staff reductions.

A detailed composition of our administrative expenses for the fiscal years ended December 31, 2010 and 2009 is shown in the following table.

	2010	2009		2010	2009
	(in thousands of €)		% change	Administrative Expenses as a % of Revenue	
Labor expenses	17,679	29,894	(40.9)%	1.9%	3.7%
Third-party services provided	12,592	11,105	13.4%	1.4%	1.4%
Other	52,084	33,924	53.5%	5.7%	4.2%
Administrative expenses	**82,355**	**74,923**	**9.9%**	**9.1%**	**9.4%**

Operating profit

Operating profit decreased 25.8% to €61.4 million in 2010 from €82.7 million in 2009, as a result of the factors described above.

Financial expenses

Financial expenses increased 95.6% to €29.0 million in 2010 from €14.8 million in 2009, due to a €13.3 million exchange rate loss as a result of the depreciation of the local currencies in certain of the countries in which we operate, particularly the Venezuela bolívar fuerte, relative to the euro.

Interest expenses related to loans decreased from €18.1 million in 2009 to €15.0 million in 2010, as a result of decreases in LIBOR and refinancing of certain indebtedness. Our outstanding debt increased by €17.1 million to €176.6 million in 2010 from €159.5 million in 2009.

Financial income

Financial income decreased 43.5% to €4.3 million in 2010 from €7.7 million in 2009, primarily due to an adjustment for monetary restatement related to Venezuelan inflation.

Profit before taxes

Profit before taxes decreased 51.3% to €36.7 million in 2010 compared to €75.5 million in 2009, as a result of the factors described above.

Income tax expense

Income tax expense decreased 48.2% to €8.3 million in 2010 from €16.1 million in 2009, due to our decreased profit before taxes in 2010.

Profit for the year

Profit for the year decreased 52.2% to €28.4 million in 2010 from €59.4 million in 2009, as a result of the factors described above.

Liquidity and Capital Resources

Our principal sources of liquidity derive from the cash generated by our operations. A significant majority of our sales are on a cash basis (approximately 92% of total sales as of December 31, 2011) with the remainder on a short- term credit basis (approximately 8% of total sales as of December 31, 2011). We have traditionally relied mainly on this cash generated from operations to fund our working capital requirements and capital expenditures. We have also used a combination of borrowings from international banks and local banks in the jurisdictions in which we operate. As of December 31, 2011, 2010 and 2009, our indebtedness totaled an aggregate of €241.2 million, €176.6 million and €159.5 million, respectively.

Capital expenditures are mainly used to purchase equipment and property and to upgrade and expand our operations. Capital expenditures were €61.8 million in 2011, €88.2 million in 2010 and €46.5 million in 2009. Our total net finance costs were €34.4 million in 2011, €24.6 million in 2010, and €7.1 million in 2009.

We review our cash requirements and financial resources on a weekly basis for a rolling 12-month period. We continue to maintain adequate current assets to satisfy our current liabilities when they are due and to have sufficient liquidity and financial resources to manage our day-to-day cash requirements. Taking into consideration our established borrowing facilities, operating cash flows and access to capital markets, we believe that we have sufficient liquidity and working capital to meet our present and budgeted requirements.

As of December 31, 2011, we had total current assets of €296.7 million and total current liabilities of €357.9 million. Our current liabilities generally exceed our current assets because we use the cash generated by our business to invest in our non-current assets and, at the same time, have extended our credit terms with our suppliers. As a result, our total non-current assets have increased more than our total non-current liabilities.

Cash Flows

The following table sets forth our cash flows from operating, investing and financing activities for the periods indicated:

	As of December 31,		
	2011	2010	2009
	(*in thousands of €, except percentages*)		
Cash flows generated from operating activities	54,419	66,879	73,312
Cash flows used in investing activities	(43,646)	(74,153)	(45,508)
Cash flows used in financing activities	(95)	(9,162)	(16,122)
Increase (decrease) in cash and cash equivalents	**10,678**	**(16,436)**	**11,682**
Cash and cash equivalents at the beginning of the period	8,720	25,370	14,849
Currency translation adjustment	(1,844)	(214)	(1,161)
Cash and cash equivalents at the end of the period	17,554	8,720	25,370
Increase (decrease) in cash and cash equivalents (%)	**122.5%**	**(64.8)%**	**80.6%**

Year Ended December 31, 2011 Compared to Year Ended December 31, 2010

Net cash generated from operating activities was €54.4 million in 2011, as compared to €66.9 million in 2010. This €12.5 million decrease was primarily the result of decreased cash generated from operations. This decrease was due in part to the restructuring of our operations in Mexico.

Net cash used in investing activities was €43.6 million in 2011, as compared to €74.2 million in 2010. This €30.6 million decrease was mainly due to decreased purchases of property, plant and equipment. In 2011, we engaged in comparatively less expansion activity in respect of our production facilities and, accordingly, purchased less equipment than in 2010.

Net cash used in financing activities was €95 thousand in 2011 and €9.2 million in 2010. This €8.3 million decrease mainly reflected increased proceeds from borrowings offset by decreased repayment of borrowings, each in connection with the refinancing of certain of our outstanding long term indebtedness.

Year ended December 31, 2010 Compared to Year Ended December 31, 2009

Net cash generated from operating activities was €66.9 million in 2010, as compared to €73.3 million in 2009. This €6.4 million decrease was primarily the result of increased income tax paid during 2010. These increased payments primarily resulted from our Mexican subsidiaries making advance payments in excess of the actual taxes owed for 2010.

Net cash used in investing activities was €74.2 million in 2010, as compared to €45.5 million in 2009. This €28.6 million increase was mainly due to increased purchases of property, plant and equipment during 2010. These purchases related primarily to the purchase of injection machines, beverage lines and compression lines related to our operations in certain countries.

Net cash used in financing activities was €9.2 million in 2010 and €16.1 million in 2009. This €6.9 million decrease was primarily due to increased proceeds from borrowings related to the financing of our equipment purchases and draw-downs on revolving credit facilities for short term working capital, offset by increased repayment of borrowings due to the scheduled amortization of certain of our outstanding indebtedness.

Capital Expenditures

Our operations require substantial capital expenditures related to investments in new manufacturing lines, equipment and plant refurbishments and information technology. Our management expects to incur approximately €53 million in capital expenditures in 2012 in connection with our efforts to expand our production capacity and increase the vertical integration of our production process, and we believe that internally generated funds will be sufficient to meet our budgeted capital expenditures for 2012.

The table below describes our capital expenditures for the given periods (not including investment in subsidiaries):

	For the Year Ended December 31,		
	2011	2010	2009
		(*in thousands of €*)	
Land, constructions and buildings	7,143	5,423	1,684
Machinery and equipment	22,932	40,336	18,509
Vehicles, furniture and other fixed assets	7,445	4,962	6,350
Work in progress and advances	24,248	37,524	19,988
Total capital expenditure	61,768	88,245	46,531

Indebtedness

Our indebtedness as of December 31, 2011 was €241.2 million, which was comprised of €80.8 million of short-term debt and €160.3 million long-term debt. Of this indebtedness, €115.8 million was secured indebtedness.

The following table sets forth the repayment schedule of our indebtedness:

	Debt Obligations as of December 31, 2011
	(in thousands of €)
2012	80,832
2013	46,910
2014	42,791
2015	40,241
2016	28,683
2017 and after	1,699
Total indebtedness	**241,155**

The table below sets forth the details of our outstanding debt as of December 31, 2011, 2010 and 2009:

	As of December 31,		
	2011	2010	2009
		(in € thousands)	
Non-current			
Bank loans	120,452	56,608	64,116
Finance leases	25,040	28,591	24,628
Documents payable (promissory notes for purchase of fixed assets)	14,831	10,824	4,080
Other payables	–	52	–
Total non-current	**160,323**	**96,075**	**92,824**
Current			
Bank loans	66,388	69,096	54,157
Finance leases	8,195	8,470	8,842
Documents payable (promissory notes for purchase of fixed assets)	5,588	2,734	3,650
Other payables	661	194	–
Total current	**80,832**	**80,494**	**66,649**
Total borrowings	**241,155**	**176,569**	**159,473**

On June 30, 2008, we entered into a sale and leaseback agreement with Interbank, one of the initial purchasers in this offering, over property, machinery and equipment from our beer production plant. We received U.S.$27.2 million from the sale of such assets in exchange for making lease payments over 60 months, at an annual interest rate of 8.75%. We used these funds to refinance certain short term indebtedness. The original terms of this agreement contained a number of covenants and obligations, including financial maintenance covenants. We did not comply with certain of these financial maintenance covenants on June 30, 2009, September 30, 2009, December 31, 2009 and December 31, 2010, and received waivers from Interbank with respect to such non-compliance. Further, on August 17, 2011, Interbank approved amendments to certain of the agreement's financial covenants and, as described below, on December 28, 2011, we restructured the terms of this agreement.

On April 23, 2010, our Thailand subsidiaries entered into the following agreements with Bangkok Bank: (i) a loan for 450 million Thailand baht (€9 million), maturing 72 months from the date the funds become available; (ii) a short term credit facility with for 60 million Thailand baht (€1.2 million); and (iii) documentary credit, trust receipt and importation guarantee letters from for 440 million Thailand baht (€9 million). We used these funds to increase and improve our bottling and preform production lines and business operations. The annual interest rate of the loans is the Thailand minimum lending rate (MLR) -1.375% during the first two years following the initial drawdown, and the MLR -1.5% after such date. The loans have periodic maturities, the last of which is in 2016. As of December 31, 2011, the total outstanding balance of these agreements was 342.0 million Thailand bhat (approximately €8.3 million). The terms of these loans contain a number of covenants and obligations, including financial maintenance covenants. As of December 31, 2010, we did not comply with a covenant to maintain a debt-equity ratio below 2.00:1.00, and we received a waiver from Bangkok Bank with respect to this non-compliance. On July 29, 2011, Bangkok Bank approved amendments to certain of the loans' financial covenants.

On July 6, 2011, we entered into an unsecured guaranteed loan agreement with Rabobank Nederland, New York branch, an affiliate of Rabo Securities USA, Inc., one of the initial purchasers in this offering, for U.S.$100 million. This loan is divided into two tranches: (i) U.S.$67 million, which was used to repay in full a syndicated loan from 2008 with a group of financial institutions led by Citibank and (ii) U.S.$33 million, which was used to finance investments in property, plant and equipment and general corporate purposes. The interest rate on this loan agreement is LIBOR plus a spread that is based on certain financial ratios, ranging from 200 to 300 basis points for the first four repayments, and 325 to 335 basis points thereafter. Under the terms of this loan agreement, we will repay the loan in semi-annual installments over five years. As of December 31, 2011, the outstanding balance on the loan amounted to U.S.$100 million (approximately €77.2 million). This agreement contains a number of covenants and obligations, including financial maintenance covenants.

On July 14, 2011, we entered into an unsecured credit facility with Banco Santander, S.A., an affiliate of Santander Investment Securities Inc., one of the initial purchasers in this offering, for U.S.$8.0 million. Amounts borrowed under this loan were used to finance the purchase of machinery. This loan matures in five years and accrues interest at LIBOR plus 175 basis points. This loan agreement contains a number of covenants and obligations, including financial maintenance covenants. As of December 31, 2011, the outstanding balance on this loan was U.S.$8.0 million (approximately €6.2 million).

On December 28, 2011, we entered into a secured credit facility with Interbank, one of the initial purchasers in this offering, for U.S.$28.4 million, which was used to restructure a loan with Interbank on which U.S.$8.5 million was outstanding, and the remaining amount was used to pay current liabilities with Interbank and other financial institutions. The facility is payable in 60 monthly installments over five years, and the annual interest rate is 6.2% during the first year and increases gradually over the term of the contract to 8.2%. On the same date, we also entered into an agreement with Interbank to restructure the sale and lease back agreement discussed above on which U.S.$10.2 million was outstanding. This debt will be repaid in a period of five years. The secured credit facility and the sale and leaseback agreement contain a number of covenants and obligations, including financial maintenance covenants. As of December 31, 2011, the outstanding balance on the secured credit facility and the sale and leaseback agreement was U.S.$38.6 million (approximately €27.9 million).

As described in "Use of Proceeds," we intend to use the net proceeds of the issuance of the Notes to prepay certain of our indebtedness, including U.S.$100 million under the loan agreement with Rabobank Nederland, New York branch, described above and U.S.$38.6 million under the secured credit facility with Interbank described above. For a more detailed discussion of the covenants and obligations for the loan agreements described above, see note 17 to our Audited Consolidated Financial Statements as of and for the year ended December 31, 2011.

Derivatives

Until 2011, we held derivative instruments to partially hedge our exposure to market risks related to changes in interest rates and foreign currency exchange rates. In 2011, we decided not to enter into derivatives instruments due to the currency trends in countries in which we had the majority of our operations, but we continue to review the possibility of holding derivative instruments in the future. The fair value of derivative instruments during the years ended December 31, 2011, 2010 and 2009 was not material.

Contractual Obligations

Our contractual obligations as of December 31, 2011 are set out below:

	Payments due by period			
Contractual obligations	**Total**	**Less than 1 year**	**1-5 years**	**More than 5 years**
Borrowings[(1)]	268,327	91,332	176,995	-
Operating Lease Obligations	11,302	2,443	7,489	1,370
Trade and Other Payables	262,084	262,084	-	-
Total	**541,713**	**355,859**	**184,484**	**1,370**

(1) Includes banks loans, finance lease liabilities, documents payable (promissory notes for purchase of fixed assets) and other financial liabilities.

In addition to the contractual obligations listed in the table above, during 2010, we entered into a contract with Cervercería y Maltería La Calera S.A. (a company domiciled in Chile) (“CMLC”) under which CMLC is to provide barley malting services for a term of eight years beginning in September 2010. To this end, we provide barley to CMLC so that it may supply 5,000 metric tons per year of malted barley. The price that we pay for this service is U.S.$173 per metric ton.

We have also entered into a contract with Copersucar Trading A.V.V. (“Copersucar”) for the purchase of sugar for use in the production of soft drinks. This contract provides for commitments of monthly purchases of sugar for a total of 26,703 metric tons between July 2011 and June 2012. To ensure the payment of these purchases, we have delivered a standby letter of credit to Copersucar issued by a local financial institution for approximately U.S.$2.0 million (€1.5 million), maturing in August 2012.

Qualitative Disclosures about Market Risk

We are exposed to market risk in the normal course of our activities, as follows:

Currency risk due to foreign exchange variations

The currency variation risks refer to the possibility that we could have losses due to fluctuations in foreign exchange rates. Exchange rate risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations.

The payments we receive from customers for products sold in the countries in which we operate are typically in the local currency. Consequently, fluctuations in the rate of exchange between the euro and these local currencies may affect our results of operations and period-to-period comparisons of our operating results. For example, if the value of the euro were to increase relative to a given local currency, then our reported revenue would decrease when we convert the lower valued local currency into euros.

Currency variations could also affect the cost of resin, a material we use to make our bottles and other packaging. For further discussion on the impact of currency fluctuations on resin prices, see “Risk Factors—Risks Relating to our Company—Increases in the prices and shortages in the availability of our most significant raw materials used in the bottling process would increase our cost of goods sold and may adversely affect our results of operations” and “Risk Factors—Risks Relating to our Company—Developments in other Latin American countries in which we operate and in Thailand may adversely affect our business”.

The commercial operations of each of our subsidiaries are relatively autonomous and most are carried out with local counterparties and in local currencies. However, of our total operating expenses, not including amortization, approximately 27% were denominated in U.S. dollars in 2011.

Additionally, as of December 31, 2011, approximately 73.4%, or €177.0 million, of our total indebtedness of €241.2 million was denominated in U.S. dollars, approximately 1.0%, or €2.3 million, of such indebtedness was denominated in euros and the remaining approximately 25.7%, or €61.9 million, was denominated in the local currency of the territories in which we operate.

For a more detailed discussion of foreign currency risks, see note 3 to our Audited Consolidated Financial Statements as of and for the year ended December 31, 2011.

Interest rate risk

Interest rate risk arises from the possibility that we could incur losses as a result of interest rate fluctuations which would increase financial expenses, especially expenses from contracted loans. Our interest rate risk arises principally from borrowings at variable rates which expose us to cash flow interest rate risk.

The interest on the variable rate loans we hold is based on a variety of rates plus a spread (based on our risk profile and market conditions), which is recalculated for the purposes of the calculation of interest on a monthly, quarterly or half-yearly basis depending on the conditions agreed with the financial institutions. Interest on variable rate loans and credit facilities at December 31, 2011 was based mainly on the following indices: LIBOR, the TIIE (*Tasa de Interés Interbancaria de Equilibrio,* Mexico), the MLR (Minimum Loan Rate, Thailand) and the DTF (*tasa de captación a través de Depósitos a Término Fijo*, Colombia).

We do not have a specific policy regarding to the proportion of fixed rate or variable rate debt on total debt. We analyze our financing structure on the basis of market conditions, the financing needs and existing finance alternatives. At December 31, 2011, 46% of our borrowings were at variable rates of interest. In addition, we do not have a specific policy in relation to the contracting of interest rate swaps or other derivative financial instruments in order to cover possible unfavourable fluctuations in interest rates. We assess the possibility of entering into derivative financial instruments according to market conditions. During 2011 and 2010, we did not enter into derivative financial instruments related to interest rate swaps from variable to fixed rate or vice versa. For a more detailed discussion of interest rate risk, see note 3 to out Audited Consolidated Financial Statements as of and for the year ended December 31, 2011.

Commodity Price Risk

We are exposed to changes in the price of raw materials and other products used in the production processes, which normally are agreed locally and depend on conditions prevailing in each of the markets in which we operate.

With respect to the price of sugar and fructose, in Peru and Mexico we hedge this exposure directly through annual contracts with our suppliers that fix the price of sugar or set a price range for a given period. Moreover, to mitigate our risks we purchase sugar from a variety of sugar producers in order to obtain the best prices. Sugar and fructose prices are volatile. The average price of sugar we paid in 2010 and 2011, including any premium paid to the sugar mills and cost of transportation, was approximately €478.5 per ton and €555.7 per ton. We buy different types of sugar in a variety of different locations with specific regulations and market conditions, which are not necessarily comparable with prevailing international average sugar prices.

In addition, we are exposed to price fluctuations in resin, in particular in respect of resin used in the production of PETs. Prices for resin and PET preforms are historically tied to a number of factors including economic and political events, seasonal consumption, cotton prices and oil prices. Prices are determined with reference to the U.S. dollar, although the local currency equivalent is subject to price volatility in accordance with exchange rate variations.

During 2011 and 2010, we did not enter into any derivative contracts or other types of hedging operations to cover price risks of raw materials, although at the end of both years certain contracts were in place in order to ensure supplies for production needs.

Off Balance Sheet Arrangements

Other than the barley and sugar purchase obligations described above under "—Contractual Obligations," as of the December 31, 2011, we did not have any off balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial position, changes in financial position, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

THE LATIN AMERICAN AND THAILAND SOFT DRINK MARKET

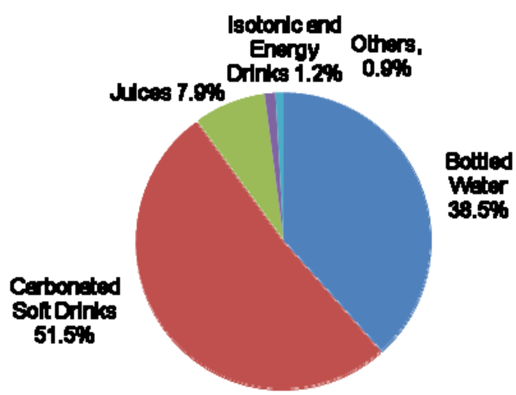
General

The global soft drink industry includes a wide variety of products, including carbonated soft drinks, bottled water, nectar and citrus beverages, isotonics, energy drinks and teas. Globally, in 2011 bottled water was the most popular soft drink, accounting for 227.0 billion liters consumed according to Euromonitor. Carbonated soft drinks were the next largest, accounting for 210.4 billion liters.

Global soft drink consumption is concentrated in the Asian Pacific, North American, Latin American and Western European regions according to Euromonitor. In 2011, Asia Pacific had the world's largest soft drink consumption in terms of volume, with North America, Latin America and Western Europe following, respectively. According to Euromonitor, in 2011 Mexico had the highest per capita soft drink consumption of 376 liters followed by the United States with 342 liters. As emerging and developing markets continue to grow over the next few years, total soft drink consumption in Asia Pacific and Latin America is expected to grow at a faster rate than Europe and North America, and by 2014 Latin America will displace North America as the second largest soft drink market in terms of total volume of consumption according to Euromonitor.

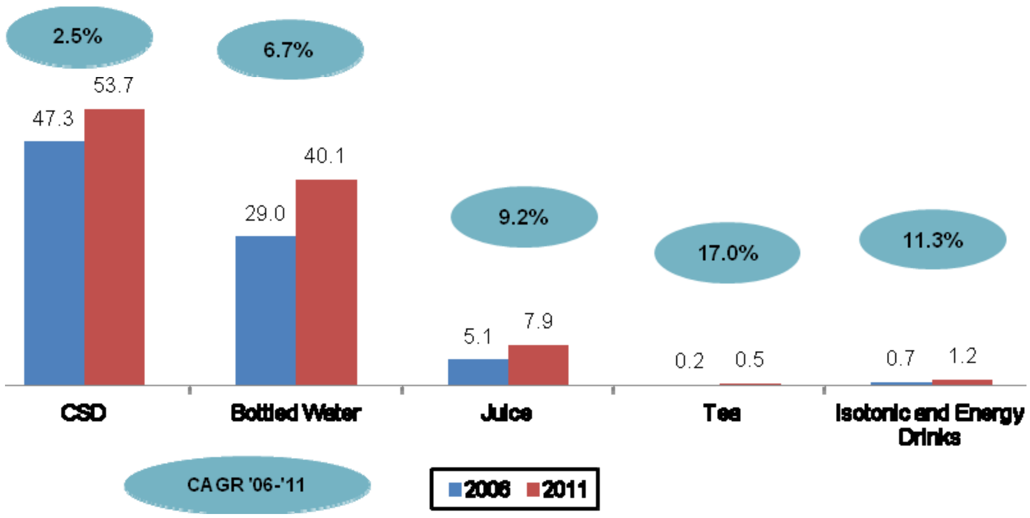
Latin America

In 2011, the soft drink market in Latin America sold 104.2 billion liters, and the compound annual growth rate for the period between 2006 and 2011 was 4.6%. In 2011, the largest components of the Latin American soft drink market were carbonated soft drinks and bottled water which respectively accounted for 51.5% and 38.5% of consumption by volume. Other beverage categories include juices (7.9%), isotonics and energy drinks (1.2%) and others (0.9%). The table below displays soft drink consumption in Latin America by category for 2011:



Source: Euromonitor

While the tea and isotonic and energy drink categories currently account for a small portion of the total Latin American consumption, they have each experienced a compound annual growth rate ("CAGR") of 12.8% in the past five years according to Euromonitor. The graph below shows the consumption growth of the different soft drink categories from 2006 to 2011:

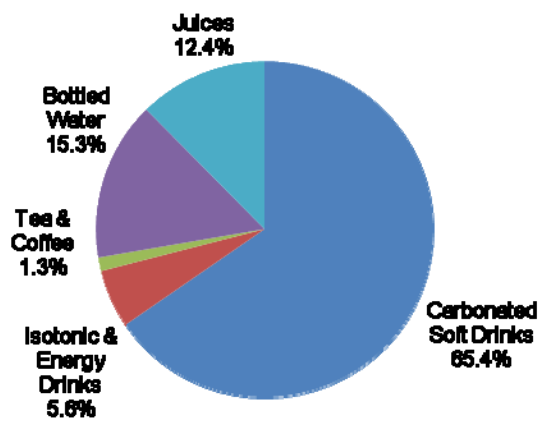


Source: Euromonitor

Per capita consumption in all Latin American countries (except for Mexico) is well below the United States and Europe, which had per capita consumptions of 366 liters and 240 liters in 2010, respectively. However, gross domestic product growth from 2010 to 2011 was higher in many of these Latin American countries, including Mexico, Guatemala, Brazil, Ecuador, Colombia, Costa Rica and Peru, as compared to Europe and the United States. As a result of the low per capita consumption and high gross domestic product growth rates, we believe that there is potential for these countries to substantially increase consumption.

Peru

In 2011, the soft drink market in Peru sold 2.5 billion liters and generated U.S.$2.7 billion in revenue. According to Euromonitor, in 2011, carbonated soft drinks accounted for 65.4% of the total volume of consumption in the Peruvian soft drink market, followed by bottled water with 15.3%. The table below displays soft drink consumption in Peru by category:



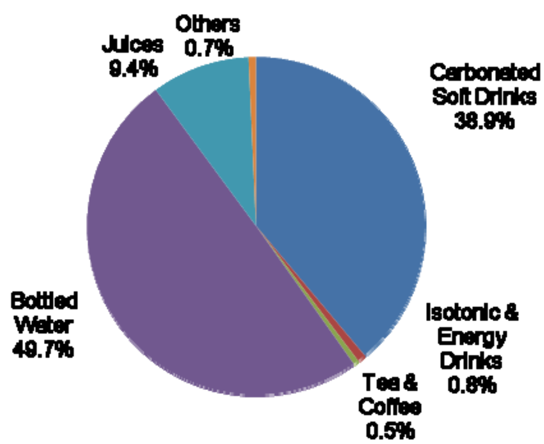
Source: Euromonitor

Sales in the Peruvian soft drink market increased at a 10.2% CAGR from 2006 to 2011 and are expected to increase at a 4.6% CAGR from 2011 to 2016. Many of the individual beverage categories have also grown significantly. Carbonated soft drink sales increased 5.4% annually between 2006 and 2011, while bottled water sales increased at a 22% annual rate. Juice sales increased at a 24% CAGR and isotonic and energy drink sales increased 31.9%.

The most popular carbonated soft drink brand in Peru is domestically produced Inca Kola, followed by Coca-Cola, Kola Real and Pepsi, respectively. Cielo is the most popular bottled water brand followed by San Luis, Aquarius and San Mateo. The most popular citrus punch juice drink is Cifrut which, in 2011 had a 78% market share. Sporade was the most popular sports drink, followed by Gatorade, Powerade and Electrolight.

Mexico

In 2011, the soft drink market in Mexico sold 41.4 billion liters and generated U.S.$38.5 billion in revenue. Mexico has the highest per capita consumption in the world. In 2011, bottled water accounted for 49.7% of the total volume of consumption in the Mexican soft drink market, followed by carbonated soft drinks with 38.9%. The table below displays soft drink consumption in Mexico by category:



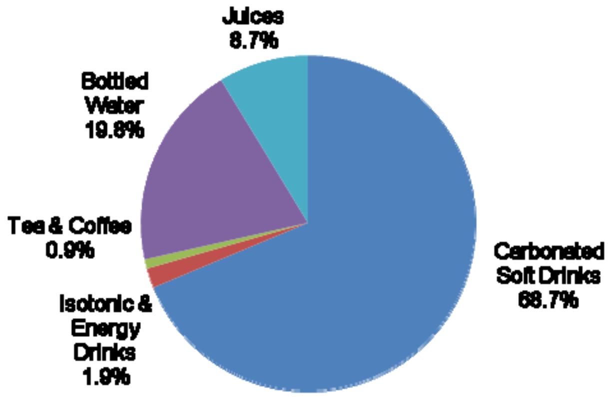
Source: Euromonitor

Sales in the Mexican soft drink market increased at a 4.1% CAGR from 2006 to 2011, and are expected to increase by 3.1% CAGR from 2011 to 2016. Many of the individual beverage categories have also grown significantly. Despite the fact that bottled water was the leader in terms of volume, carbonated soft drinks generated the largest total sales (U.S.$20.8 billion), which accounted for 54.1% of the total Mexican soft drink sales. However, we expect that the growth of the carbonated soft drink category will slow in the future as people seek healthier alternatives. For this reason, we believe that our bottled water and juice sales will continue to grow.

The most popular carbonated soft drink brand in Mexico is Coca Cola, followed by Pepsi, Fanta and Big Cola, respectively. Bonafont is the most popular bottled water brand followed by Ciel, Eletropura and Big Aqua. The most popular juice drink is Lala which, in 2011 had a 43% market share, followed by Jumex, Beben and Big Citrus Punch.

Colombia

In 2011, the soft drink market in Colombia sold 4.6 billion liters and generated U.S.$7.7 billion in revenue. In 2011, carbonated soft drinks accounted for 68.7% of the total volume of consumption in the Colombian soft drink market, followed by bottled water with 19.8%. The table below displays soft drink consumption in Colombia by category:



Source: Euromonitor

Sales in the Colombian soft drink market increased at a 4.4% CAGR from 2006 to 2011. Many of the individual beverage categories have also grown significantly, especially the beverage categories which comprise a small percentage of the total volume of soft drink consumption. This included juice sales which increased at a 19.8% CAGR from 2006 to 2011, and tea sales, which increased at a 45.8% CAGR.

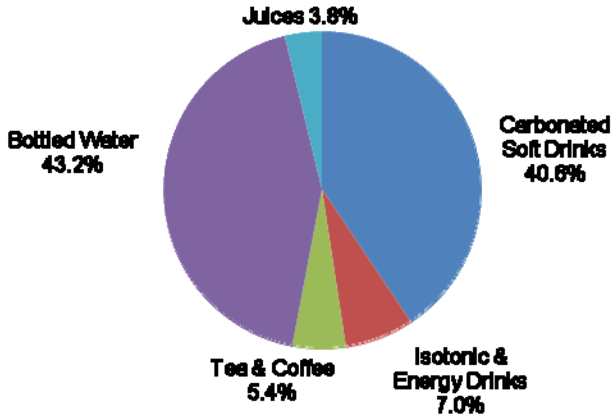
The most popular carbonated soft drink brand in Colombia is Coca Cola, followed by Postobon, Big Cola and Pepsi, respectively. Brisa is the most popular bottled water brand followed by Agua Cristal, Oasis and Cielo. The most popular juice drink is Del Valle which, in 2011 had a 42% market share, followed by Cifrut, Tutti Frutti and Tampico.

Asia

The Asian Pacific region had the largest volume of soft drink sales in the world as of 2010, and this volume is expected to continue to increase in the next few years, especially as the emerging market countries in this region continue to grow. Euromonitor predicts that the Asia Pacific region will remain the worldwide sales leader in 2014.

Thailand

In 2011, the soft drink market in Thailand sold 6.4 billion liters and generated U.S.$6.9 billion in revenue. In 2011, bottled water accounted for 43.2% of the total volume of consumption in the Thailand soft drink market, followed by carbonated soft drinks with 40.6%. The table below displays soft drink consumption in Thailand by category:



Source: Euromonitor

Sales in the Thailand soft drink market increased at a 5.4% CAGR from 2006 to 2011. Despite the fact that bottled water was the leader in terms of volume, carbonated soft drinks generated the largest amount of total soft drink sales (52.9%) as compared to the 20.5% of total sales generated by bottled water. Many of the individual beverage categories have also grown significantly. Bottled water increased at a 7.1% CAGR from 2006 to 2011 and juice sales increased at a 8.9% CAGR from 2006 to 2011. We expect increased growth in the soft drink market as a result of an increase in disposable income. Additionally, the government has proposed regulations to reduce alcohol consumption, which could in turn increase soft drink consumption.

The most popular carbonated soft drink brand in Thailand is Pepsi, followed by Coca Cola, Big Cola and Fanta, respectively.

BUSINESS

Overview

We are a leading, independent producer and distributor of carbonated soft drinks, nectar and citrus drinks, bottled water, isotonics, beer, tea and other beverages throughout Latin America (Colombia, Peru, Venezuela, Central America, Mexico, Ecuador and Brazil) and in Thailand. We sell our products through numerous brands, including our carbonated soft drink brand Big Cola and our non-carbonated soft drink brands Cifrut, Big Citrus, Pulp, Sporade, Cielo, Cool Tea and Free Tea. The majority of our operations are in countries with an investment grade long-term sovereign debt rating from an internationally recognized rating agency. We offer high quality products at low prices targeted primarily at consumers in mid to lower income segments. These segments are rapidly growing globally and include a majority of the population of Latin America. Further, the per capita consumption of soft drinks in many of the countries where we operate is lower than the more mature U.S. and European markets. By offering premium products to populations that are fast growing and under-served, we are able to rapidly grow our business.

We have 23 years of experience implementing our proven, innovative and entrepreneurial business model in numerous emerging markets. We focus on operational efficiency, low cost production and strong geographic diversification. We have a vertically integrated operating model in which we produce the majority of our products and packaging within our company to minimize external costs. We operate 20 resin injection machines (which create preforms for our plastic PET bottles), 83 beverage lines (which increase the size of the preforms and fill the bottles), and 10 compression lines (which produce our bottle caps). In addition, we have a unique and extensive distribution system tailored to our markets, which allows us to reach large portions of the population, especially in regions which our competitors have not served efficiently.

We are a global company with a sales and marketing strategy that is implemented on a region by region basis. We create, adapt and tailor our formulas, formats and presentations based on local consumer preferences. We have a global brand that we also adapt to local preferences in our markets through brand partnerships and aspirational marketing strategies in which we attempt to position our brands as international and high quality with a fair price. For example, we market our flagship brand, Big Cola, throughout Latin America and Thailand using innovative marketing partnerships with Futbol Club Barcelona of Spain, world famous soccer players David Villa and Dani Alves, the England Football Association (the "England FA") and several English Premier League soccer teams.

As of December 31, 2011, we were the 12th ranked Latin American multinational company according to America Economía 2011 Multilatina Ranking, which is based on several factors including international operations, total number of workers, geographic coverage and international growth potential. In 2011, we sold approximately 3.2 billion liters of beverages. In 2011, we generated revenue, gross profit and Adjusted EBITDA of €900.9 million (U.S.$1,254.1 million), €290.9 million (U.S.$405.0 million) and €82.3 million (U.S.$114.5 million), respectively, as compared to €907.4 million (U.S.$1,203.0 million), €308.9 million (U.S.$409.5 million) and €98.9 million (U.S.$131.1 million) respectively, in 2010. For more information about Adjusted EBITDA, see "Selected Financial Information."

The following is an overview of our operations by country/region for the year ended December 31, 2011:

	Revenue(1)	**Revenue**	**Percentage of Revenue**	**Units Sold**	**Adjusted EBITDA(1)(2)**	**Adjusted EBITDA(2)**	**Adjusted EBITDA Margin(3)**	**Years of Operation**
	(in thousands of U.S.$) (unaudited)	*(in thousands of €)*		*(in millions of liters)*	*(in thousands of U.S.$)* (unaudited)	*(in thousands of €)* (unaudited)	(unaudited)	
Peru.	227,657	163,547	18%	625.0	38,416	27,598	17%	22
Colombia	228,376	164,063	18%	527.8	32,409	23,282	14%	5
Thailand	176,733	126,963	14%	379.2	18,121	13,018	10%	6
Venezuela	159,594	114,651	13%	188.9	18,356	13,187	12%	13
Central America	129,785	93,236	10%	377.3	17,816	12,799	14%	8

Mexico	249,650	179,346	20%	930.1	12,471	8,959	5%	10
Ecuador.	71,123	51,094	6%	180.7	7,464	5,362	11%	12
Brazil	8,468	6,083	1%	38.2	(14,924)	(10,721)	(176)%	1
Other(4)..................	2,717	1,952			(15,602)	(11,208)	(574)%	6

(1) Amounts stated in U.S. dollars have been converted from euros using an exchange rate of U.S.$1.3920 per €1.00, based on the average U.S. dollar commercial selling rate for the year ended December 31, 2011.
(2) Adjusted EBITDA consists of profit for the year, excluding net financial expenses, financial income, income tax expense, depreciation and amortization, and royalties paid to the Añaños family for use of their formulas and internal charges to Atic and our subsidiary, Acava Limited, for use of our trademarks, know-how and technical assistance.
(3) Adjusted EBITDA Margin is calculated by dividing Adjusted EBITDA by revenue.
(4) Represents royalty income from the Indonesian subsidiaries of Callpa Limited for the use of our Big Cola brand in that market and general corporate overhead expenses, including administration, payroll, market, IT and similar expenses.

Competitive Strengths

High Quality Product at a Fair Price Targeting a Growing Market. We offer high quality products at low prices targeted primarily at consumers within what are commonly referred to as the C, D and E economic segments. These segments are comprised respectively of persons with monthly incomes of U.S.$650, less than U.S.$500 and less than U.S.$100. The persons in these rapidly growing segments represent the majority of the population of Latin America. We believe that a good product does not have to be expensive and a fair priced product does not have to be low quality. We use first rate raw materials and state of the art machinery and equipment from leading and reputable suppliers to produce our products, and we develop, manufacture and bottle all of our own beverages. Our centralized management and support services and our efficient and vertically integrated production process helps to lower operating costs. Additionally, to keep transportation costs low, we have plants and distribution centers in densely populated areas in territories in which we operate. Further, in our marketing strategy, we seek to carefully target untapped market segments to maximize the value of our marketing investments. In pursuing this strategy, we have been able to grow our business while spending no more than 4% of our consolidated net sales on our marketing efforts. We believe that all of these measures allow us to offer a product that is lower in price than that of our competitors without sacrificing quality, which makes our products attractive to our target markets.

Geographic and Product Portfolio Diversification. We have operations in fourteen countries in Latin America and Asia, which include some of the largest markets for carbonated soft drinks in these regions. We believe our significant and diversified market presence reduces our dependence on any one market and helps stabilize the impact of individual countries' economic cycles on our revenue. This diversification allows us to have a mixed source of income, minimize seasonal cash flow deficiencies and minimize economic and political risks.

We also have a wide range of products in eight beverage categories, which includes carbonated and non-carbonated soft drinks. We believe that the recent consumer focus on health and wellness will lead to increased sales of our juice and nectar, isotonics, energy drinks and water. We believe our extensive beverage portfolio enables us to satisfy a wide variety of consumer preferences across various demographic profiles and regions.

Innovative Business Model. We are a global company with an innovative business model that allows us to respond quickly to market opportunities and to widely distribute our product to consumers. Because we do not license our formulas from an unaffiliated party, we are able to change the formulas we use, create new products based on consumer preferences and adjust our products for the tastes of the local markets where we operate. We also sell our products in formats tailored to the consumption levels of the applicable local market. We are able to quickly adapt the formulas, formats and presentations to meet consumer preferences.

We have an extensive distribution network, which covers thirteen countries in Latin America and Asia. This distribution network focuses on local "mom & pop" shops, which are small businesses that make up the traditional points of sale in most of the markets in which we operate. We also have numerous distribution centers and exclusive third party distributors with their own sales forces who possess the knowledge and ability to efficiently sell and promote our products in the different countries in which we operate.

High Growth Potential. We believe the soft drink market in many Latin American countries and Thailand is underdeveloped in terms of per capita consumption as compared to the more mature U.S. and

European markets, which is generally more than 240 liters. According to Euromonitor, Peruvian per capita consumption of soft drinks was only 86 liters in 2011. Other large markets, including Colombia, Thailand and Brazil, also have relatively low per capita consumption (98 liters, 98 liters and 127 liters, respectively). In particular, we recently entered the Brazilian market and believe this market will offer opportunities for future growth as we accelerate our initiatives there. While there are a number of strong and well-known competitors in the carbonated soft drink markets in Latin America and Thailand, there are fewer options and fewer competitors in the non-soft drink markets where we operate. Products such as teas, isotonics, energy drinks and water offer further growth potential.

In addition, a number of the countries in which we operate are experiencing GDP growth. As GDP increases, consumers have more disposable income to spend on products such as soft drinks. We believe that the GDP growth coupled with the low consumption rates create potential for market growth in the countries in which we operate.

Experienced Management. Our Board of Directors and management have extensive experience in the beverage industry. Our experienced management team provides us with a strong knowledge of the industry, international soft drink markets, familiarity with our customers, and understanding of the development, manufacture and sale of our products. On average our senior managers have over ten years of experience in the beverage industry.

Business Strategy

Optimize and Expand our Distribution Network. We have developed a successful distribution model that is tailored to the specific characteristics of emerging markets. We employ both small and large third party fleets to distribute our products, and this third party model allows us to operate efficiently and avoid many fixed costs (payroll, fleet maintenance, among others) associated with managing our own distribution. We provide our third party fleets with the flexibility to change order placements "on the road," allowing them to take advantage of new sales opportunities. Many of these distributors are small, family run operations. We seek to foster a high degree of loyalty among these distributors by supporting the growth of their businesses through the customized training, exclusive distribution relationships and full support services we offer. We plan to optimize our current distribution network by using promotional strategies to increase the number of communications between our distributors and the points of sale, increasing our product offerings in certain markets and specifically tailoring the mix of our product offerings for our distributors. We plan to expand our distribution network by developing new distribution centers and increasing the number of exclusive third party distributors.

Continue to Focus on Cost Efficiencies. To continue to provide high quality products at low cost, we will continue to reduce our costs and make our business more efficient. We will continue to consolidate our manufacturing activities so that we are able to produce all components of our product internally. For example, we have our own sugar refining machinery, which converts regular sugar into syrup and also allows us to create a variety of flavors. Additionally, we recently decreased both the weight of our plastic bottles and the size of our bottle caps, and this has allowed us to create the same number of plastic bottles using less polyethylene terephthalate ("PET") per bottle, which in turn lowered our operating costs. We will continue to seek out these cost-saving techniques and opportunities.

Continue to Elevate Our Brand Image. Over the past few years, we believe that we have increased recognition and knowledge of our most popular brand, Big Cola. In terms of "top of mind" awareness, a test which measures the brands that first come to mind for a given industry, and resulting market share growth, we have made significant gains for our Big Cola brand over the past few years. For example, according to Euromonitor, we have increased our carbonated soft drink market share in Thailand from 11.3% in 2007 to 18.3% in 2011. We believe that we can make similar gains for our other products through advertising and increased sales, and that we can increase our presence in certain markets by making our brand and our products more desirable and well-known. In this regard, we have a partnership with Football Club Barcelona and world famous soccer players, David Villa and Dani Alves, and use their images in a number of our advertisements in Latin America in an effort to brand our products as international and high quality. We also have a partnership with the England FA and the English Premier League Soccer teams, Everton Football Club, Stoke City Football Club, West Bromwich Albion and Wigan Athletic Football Club, and we have developed a similar marketing campaign in Thailand where English soccer is extremely popular. We also partner with popular movies in order to further promote our products and increase brand awareness. For example, Cifrut and Pulp advertisements featured characters from Dreamworks films such as Kung Fu Panda and Shrek.

Diversify our Product Portfolio. In a number of the markets where we operate, we intend to diversify our beverage portfolio to offer other non-carbonated soft drink beverages. In many of these markets, there are limited options currently available for affordable products such as teas, isotonics, nectar and citrus beverages, and, consequently, we believe the markets for these beverages are undeveloped. By increasing the products available to consumers, we can increase overall consumption of our beverage products, especially in segments with low per capita consumption. For example, we believe that there are substantial opportunities for growth in Thailand and Colombia where 98% and 82%, respectively, of our sales in 2011 were for carbonated soft drinks. We intend to introduce products that we have successfully launched in Peru and have the greatest profit margins into certain of our other markets. Further, we intend to introduce products with flavors and formats tailored to local taste preferences and consumption levels.

Our History

On June 23, 1988, the Añaños family started our beverage operations by selling their homemade carbonated beverage, Kola Real, in Ayacucho, Peru to their friends and neighbors, using traditional utensils to make the beverage and bottling it in old beer bottles. The business soon expanded distribution to "mom & pop" shops in several cities throughout Peru that were less attended by our competitors including Huancayo, Bagua and Sullana. In 1997, we entered the Lima soft drink market, which is now our primary point of sale in Peru. We currently operate eight plants in Peru, and we have the highest market share in Peru in many beverage categories, including water, sports drinks and citrus beverage.

In 1999, we started our international operations by launching our products in Venezuela. When we began operations in Venezuela, 98% of the soft drink market used glass bottles. We took this opportunity to differentiate ourselves from the rest of the market and launched our PET (plastic) bottles.

In 2002, we launched our products in Mexico, a market with the second highest soft drink per capita consumption level in the world. We began our Central American operations in Guatemala in 2005, and we currently also operate in Costa Rica, El Salvador, Honduras, Nicaragua and Panama.

In 2006, we consolidated our operations in Spain under Atic. We chose Spain because it had same day access to both the Latin American and Asian markets due to its geographical location.

In 2006, we began our operations in Thailand. We believe that we significantly contributed to the expansion of the carbonated soft drink market in Thailand, as our sales in 2007 Thailand grew 448% as compared to 2006, reaching U.S.$73 million. The impressive results of the Thailand experience demonstrated that our business model in Latin America could be replicated in countries with similar consumer characteristics.

In 2007, we began operations in Colombia, with a plant in the town of Funza, Bogota. We first introduced products under our flagship brand, Big Cola, in this market to further strengthen this brand in Latin America.

In 2011, we entered the Brazilian market with a manufacturing plant in Rio de Janeiro.

Our Operations

We operate throughout Latin America and in Thailand. The following map provides information regarding the territories in which we operate, giving in each case the location of our plants, the number of facilities and the number of production lines as of December 30, 2011.

The characteristics of our territories are very diverse. Central Mexico is densely populated and has a large number of competing drink brands and higher per capita income as compared to the rest of our territories. Portions of Central America, Peru and Colombia are large, forested and mountainous areas with lower population densities, lower per capita income and lower per capita consumption of soft drink products.

The Latin American and Thailand markets are growing quickly. According to the World Economic Outlook 2011 from the IMF, Latin American GDP increased 6.1% in 2010 and 4.5% in 2011, and the IMF predicts a 4.0% increase in 2012. Thailand's GDP increased 7.8% in 2010 and 3.5% in 2011, and the IMF predicts a 4.8% increase in 2012.

Below please find a summary of our operations in Latin America and Thailand:

	Revenue	**Units Sold**	**Capital Expenditures**	**Number of Plants**
	(in thousands of €)	*(In millions of liters)*	*(in thousands of €)*	
Peru	163,547	625.0	12,379	8
Colombia	164,063	527.8	14,253	1
Thailand	126,963	379.2	6,158	1
Venezuela	114,651	188.9	1,977	1
Central America	93,236	377.3	10,524	3
Mexico	179,346	930.1	5,201	6
Ecuador	51,094	180.7	8,330	1
Brazil	6,083	38.2	1,877	1

Our Products

We produce, market and distribute proprietary beverage brands. Our trademark beverages include colas, flavored soft drinks, nectar and citrus beverages, isotonics, energy drinks, water, tea and beer.

The following table sets forth our main products as of December 30, 2011:

Product	Brand	Countries
CARBONATED SOFT DRINKS	BIG COLA	Brazil, Central America, Colombia, Ecuador, Mexico, Peru, Thailand, Venezuela
	KR	Peru
	oro	Ecuador and Peru
	Big Fresh	Mexico
	first	Venezuela
NON CARBONATED BEVERAGES		
Nectar and citrus beverages	Cifrut	Colombia, Ecuador, Peru and Venezuela
	Big Citrus	Central America and Mexico
	Pulp	Central America, Ecuador, Peru, and Venezuela
	Big Frutales	Mexico
Isotonics	Sporade	Colombia, Ecuador, Peru and Venezuela
Energy Drinks	VOLT	Mexico, Peru
Bottled Water	cielo	Central America, Colombia, Ecuador, Peru, Thailand and Venezuela
	big aqua	Mexico
Tea	cool	Colombia, Ecuador, Mexico, Thailand and Venezuela
	Free Tea	Peru
ALCOHOLIC BEVERAGES	FRANCA	Peru
	TRES CRUCES	Peru
	CLUB	Peru

Carbonated Soft Drinks

Our most important brand is Big Cola, which we sell in every country in which we operate. Our Big Cola soft drinks come in a variety of flavors including cola, orange, lemon and apple. We use a variety of bottles and containers for Big Cola including plastic bottles, glass bottles and aluminium cans. Big Cola has brand partnerships with Futbol Club Barcelona in our Latin America region and with the England FA in Thailand.

Kola Real was our first product, and it comes in a variety of flavors. We currently only sell it in Peru. Oro is a sweet flavored golden yellow carbonated beverage, which we sell in Ecuador and Peru. Big Fresh and First are both fruit flavored carbonated beverages. We sell Big Fresh in Mexico and First in Venezuela. We use a variety of containers for our carbonated soft drink products, including plastic bottles, glass bottles and aluminium cans.

Non-Carbonated Beverages

Cifrut, a citrus flavored beverage, is our next largest brand, and we sell this product in Colombia, Peru, Ecuador and Venezuela. In Central America and Mexico, Cifrut is sold as Big Citrus. We use a variety of bottles and containers for Cifrut including plastic bottles, cardboard cartons and glass bottles. Pulp is our nectar brand that we sell in Peru, Venezuela, Ecuador and Central America. Pulp is sold in plastic bottles, cardboard cartons and glass bottles. Our nectar brand in Mexico is Big Frutales. Nectar products have higher juice contents than our citrus flavored beverages.

Our isotonic brand, Sporade, is a sports drink that we offer in the following flavors: tropical fruit, lemon lime, tangerine, passion fruit and grape. We sell Sporade in Colombia, Ecuador, Peru and Venezuela. We use plastic and glass bottles for Sporade.

Volt is our energy drink brand, which is enhanced with vitamins and other ingredients. We sell Volt in Mexico and Peru. We use aluminium cans for Volt.

Cielo is our bottled water brand, which we sell in Central America, Colombia, Ecuador, Peru, Thailand and Venezuela. We sell Big Aqua in Mexico. We use plastic and glass bottles for Cielo, and we sell both carbonated and still varieties.

We have two tea brands, Cool Tea and Free Tea. We sell Cool Tea in Colombia, Ecuador, Mexico, Thailand and Venezuela, and we sell Free Tea in Peru. Our teas have a number of flavors including green tea, green tea light, black tea, lemon, apple and peach. We use plastic bottles, cardboard cartons and glass bottles for our tea brands.

We have two beer brands, Franca and Tres Cruces. We also sell Club, which is an alcoholic beer-flavored beverage. We sell our beer products in Peru. We use glass bottles for our beer brands.

We produce, market and distribute at least three beverage brands in each of our territories and we use a variety of non-returnable and returnable presentations in the form of plastic bottles made of PET, cardboard containers, glass bottles and aluminium cans.

We use the term presentation to refer to the packaging unit in which we sell our products. Presentation sizes for our beverages range from 6 ml personal size to a 20-liter family serving size. We consider a family serving size as equal to or larger than 1.0 liter. In general, personal sizes have a higher price per unit case as compared to family serving sizes. The majority of our beverages are packaged in non-returnable presentations, but we do offer returnable presentations in certain territories.

Sales Overview

We measure total sales volume in terms of unit cases. Unit case refers to 30 liter cases of finished beverage product. The following table illustrates our historical sales volume for each of our territories as of December 31, 2011 and 2010.

	Sales Volume of Carbonated and Non-Carbonated Beverages Year Ended December 31,		
	2011	**2010**	**% Change**
	(millions of unit cases)		
Peru	20.8	21.1	(1.2)%
Colombia	17.6	15.2	15.4%
Thailand	12.6	12.3	2.8%
Venezuela	6.3	7.4	(15.3)%
Central America	12.6	9.8	27.8%
Mexico	31.0	44.8	(30.7)%

Ecuador	6.0	6.7	(9.9)%
Brazil	1.3	0.0	n.m.*
Combined Volume	108.2	117.3	(7.8)%

*n.m. Not meaningful

The table below provides the brand share percentages for several of our products in the specified country.

Categories	Geographies	Brand	2006	2007	2008	2009	2010	2011
Bottled Water	Mexico	Big Aqua	-	-	0.3	0.5	0.5	0.5
Bottled Water	Peru	Cielo	38.0	41.0	42.3	41.9	43.9	44.6
Carbonates	Thailand	Big Cola	-	11.3	13.4	14.7	16.4	18.3
Carbonates	Costa Rica	Big Cola	5.4	5.2	5.5	6.6	7.8	8.1
Carbonates	Ecuador	Big Cola	10.4	10.4	10.4	10.5	10.5	10.5
Carbonates	Ecuador	Kola Real	5.3	5.0	4.9	5.0	4.9	4.9
Carbonates	Ecuador	Oro	1.6	1.6	1.6	1.2	1.1	1.1
Carbonates	Guatemala	Big Cola	6.0	6.7	7.1	7.2	7.6	7.7
Carbonates	Guatemala	Big Cola	1.2	1.3	1.3	1.4	1.4	1.4
Carbonates	Mexico	Big Cola	4.8	4.6	5.5	5.3	4.9	4.9
Carbonates	Mexico	Big Cola	0.4	0.5	0.4	0.4	0.4	0.4
Carbonates	Peru	Kola Real	15.3	14.4	13.7	12.6	12.7	12.6
Carbonates	Peru	Big Cola	2.2	1.9	1.7	1.4	1.3	1.2
Carbonates	Peru	Oro	0.7	0.7	0.6	0.7	0.8	0.7
Carbonates	Venezuela	Big Cola	6.7	7.1	7.0	7.1	7.2	7.5
Juice	Mexico	Big	-	-	5.8	5.9	6.3	6.6
Juice	Peru	Cifrut	61.7	78.5	79.8	81.2	78.9	78.3
Nectars (25-99% Juice)	Peru	Pulp	18.1	19.2	19.6	20.3	21.0	21.0
RTD Tea	Mexico	Cool Tea	-	-	-	-	3.7	4.1
RTD Tea	Peru	Free Tea	-	-	-	89.0	50.8	52.4
Sports Drinks	Peru	Sporade	37.0	40.0	43.0	42.5	45.0	46.5
Sports Drinks	Venezuela	Sporade	5.5	5.0	5.0	5.0	4.8	4.7

Research Sources:
Soft Drinks: Euromonitor from trade sources/national statistics

The following discussion analyzes our sales on a region by region basis for 2011 and 2010, and provides market share data for certain of our brands in certain regions. Our brands have become the top brands in several of the markets in which we operate, and in many instances, we have a larger market share than our competitors whose brands have existed for over 100 years.

Peru

Our product portfolio in Peru consists of twelve beverage brands as follows: Big Cola, Kola Real, Oro, Cifrut, Pulp, Cielo, Sporade, Volt, Free Tea, Tres Cruces, Franca and Club. We launched Kola Real in 1988, Agua Cielo in 2001, Oro in 2002, Sporade in 2004, Pulp in 2005, Cifrut and Franca in 2007, Club and Free Tea in 2009, Tres Cruces and Volt in 2010 and Big Cola in 2012.

Our most popular carbonated soft drink brand is Kola Real (also known as KR), which comes in sizes ranging from 250 ml to 3,300 ml. Oro is our second most popular brand, and it has similar presentations. For both KR and Oro, the most popular presentations are the 3,300 ml and 525 ml sizes. Our most popular non-carbonated soft drink brand is Cielo, which comes in presentations ranging from 330 ml to 20 liters, and the most popular presentations are the 625 ml and 2,500 ml sizes. Cifrut comes in presentations ranging from 150 ml to 3,000 ml, and the most popular presentation is the 500 ml size. Pulp comes in presentations ranging from 65 ml to 1,500 ml, and the most popular presentation is the 1,000 ml size. Sporade is the leading isotonic beverage in the market, and it comes in presentations ranging from 475 ml to 1,000 ml. The most popular presentation is the 475 ml size. Free Tea comes in presentations ranging from 330 ml to 1,000 ml, and the most popular presentation is the 475 ml size. We have three beer brands: Tres Cruces, Franca and Club, and the presentations range from 250 ml to 700 ml. The most popular presentations are the 650 ml and 700 ml sizes.

Our bottled water Cielo was recently designated as a national brand ambassador by the Peruvian government.

According to Euromonitor, in Peru, Kola Real had a 13% market share in 2011, as compared to Inca Kola (30%), Coca-Cola (13%) and Pepsi (8%). Cielo had a 45% market share as compared to San Luis (41%), Aquarius (4%) and San Mateo (3%). Cifrut had the largest market share for juices, with a 78% market share. For both Cielo and Kola Real, the market share information included sales by companies controlled by Mr. Jorge Rolando Añaños Jerí, who owns rights to the Kola Real and Cielo trademarks and sells these products in southern Peru. For further information on the business of Mr. Jorge Rolando Añaños Jerí, see "—Intellectual Property."

We sold 20.8 million unit cases in 2011 and 21.1 million unit cases in 2010. Our revenue in Peru was €163.5 million in 2011 compared to €166.1 million in 2010 and our Adjusted EBITDA was €27.6 million in 2011 and €21.3 million in 2010.

According to Euromonitor, the Peruvian market had a per capita soft drink consumption of 86 liters in 2011, and 56 liters of this amount were from carbonated soft drinks. Because per capita soft drink consumption in developed countries is generally more than 240 liters, we think Peru currently has a relatively low per capita consumption and there is potential for growth.

Colombia

Our product portfolio in Colombia consists of five beverage brands as follows: Big Cola, Cifrut, Sporade, Cielo and Cool Tea. We launched Big Cola in 2007, Cifrut in 2008, Sporade in 2009 and Cielo and Cool Tea in 2010. Our most popular brand is Big Cola, which comes in presentations that range from 250 ml to 3,030 ml. Our most popular presentations for Cifrut are the 400 ml and 1,700 ml sizes. Our most popular presentation for Cielo is the 500 ml size.

According to Nielsen, in Colombia, Big Cola had a 10% market share as of October 2011, as compared to Coca-Cola (39%), Postobon (15%) and Pepsi (5%). Cielo had a 1% market share as compared to Brisa (23%), Agua Cristal (21%) and Oasis (6%). Cifrut had a 15% market share as compared to Del Valle (42%), Tutti Frutti (15%) and Tampico (15%).

We sold 17.6 million unit cases in 2011 and 15.2 million unit cases in 2010. Our revenue in Colombia was €164.1 million in 2011 compared to €138.4 million in 2010 and our Adjusted EBITDA was €23.3 million in 2011 and €22.3 million in 2010.

According to Euromonitor, the Colombian market had a per capita soft drink consumption of 98 liters in 2011, and 68 liters of this amount were from carbonated soft drinks. Because per capita soft drink consumption in developed countries is generally more than 240 liters, we think Colombia currently has a relatively low per capita consumption and there is potential for growth.

Thailand

Our product portfolio in Thailand consists of three beverage brands as follows: Big Cola, Cielo and Cool Tea. Big Cola was introduced in 2006 and Cool Tea and Cielo were introduced in 2010. Our most popular drink presentations for Big Cola are 425 ml, 535 ml and 3,100 ml. Our most popular presentation for Cielo water is 600 ml, and our most popular presentation for Cool Tea is 300 ml.

According to Euromonitor, in Thailand, Big Cola had an 18% market share in 2011, as compared to Pepsi (26%), Coca-Cola (20%) and Fanta (15%).

We sold 12.6 million unit cases in 2011 and 12.3 million unit cases in 2010. Our revenue in Thailand was €127.0 million in 2011 compared to €120.8 million in 2010 and our Adjusted EBITDA was €13.0 million in 2011 and €22.6 million in 2010.

According to Euromonitor, the Thailand market had a per capita soft drink consumption of 98 liters in 2011, and 40 liters of this amount were from carbonated soft drinks. Because per capita soft drink consumption in developed countries is generally more than 240 liters, we think Thailand currently has a relatively low per capita consumption and there is potential for growth.

Venezuela

Our product portfolio in Venezuela consists of seven beverage brands as follows: Big Cola, First, Cifrut, Pulp, Cielo, Sporade and Cool Tea. Big Cola, First and Cielo were launched in 2003 (we previously sold Kola Real), Sporade in 2005, Pulp and Cifrut in 2008 and Cool Tea in 2010. Our most popular beverage brands are Big Cola and First. Big Cola comes in sizes ranging from 300 ml to 3,000 ml, and the most popular presentation is the 3,000 ml size. Pulp comes in 150 ml, 475 ml and 1,000 ml sizes. Sporade and Cool Tea come in 475 ml sizes, while Cifrut comes in 400 ml and 1,800 ml sizes. Cielo comes in 355 ml, 600 ml and 2,000 ml sizes.

In Venezuela in 2011, we sold 6.3 million unit cases in 2011 and 7.4 million unit cases in 2010. Our revenue in Venezuela was €114.7 million in 2011 compared to €105.3 million in 2010 and our Adjusted EBITDA was €13.2 million in 2011 and €7.9 million in 2010.

According to Euromonitor, the Venezuelan market had a per capita soft drink consumption of 98 liters in 2011, and 70 liters of this amount were from carbonated soft drinks. Because per capita soft drink consumption in developed countries is generally more than 240 liters, we think Venezuela currently has a relatively low per capita consumption and there is potential for growth.

Central America

Our product portfolio in Central America consists of four beverage brands as follows: Big Cola, Big Citrus, Pulp and Cielo. We launched Big Cola in 2004, Pulp in 2007 and Big Citrus and Cielo in 2007. Our most popular brand is Big Cola, which comes in presentations ranging from 360 ml to 3,100 ml. The most popular drink presentations for Big Cola are the 360 ml, 1,500 ml and 3,300 ml sizes. Our most popular non-carbonated soft drink brand is Big Citrus Punch, which comes in sizes ranging from 150 ml to 3,330 ml. Pulp comes in sizes ranging from 150 ml to 1,000 ml.

We sold 12.6 million unit cases in 2011 and 9.8 million unit cases in 2010. Our revenue in Central America was €93.2 million in 2011 compared to €72.5 million in 2010 and our Adjusted EBITDA was €12.8 million in 2011 and €8.8 million in 2010.

According to Euromonitor, per capita soft drink consumption in the countries that comprise our Central American market in 2011 was as follows:

	Per Capita Soft Drink Consumption	**Per Capita Carbonated Soft Drink Consumption**
	(millions of unit cases)	
Costa Rica	96	48
El Salvador	135	80
Guatemala	167	80
Honduras	67	27
Nicaragua	55	24
Panama	133	79
Total	653	338

Because per capita soft drink consumption in developed countries is generally more than 240 liters, we think Central America currently has a relatively low per capita consumption and there is potential for growth.

Mexico

Our product portfolio in Mexico consists of seven beverage brands as follows: Big Cola, Big Fresh, Big Citrus, Big Frutales, Volt, Big Aqua and Cool Tea. We launched Big Cola in 2002, Big Citrus in 2007, Big Frutales in 2010 (first launched in 2008 as Big Country), Big Aqua in 2008, Big Fresh in 2010 (first launched as First in 2003) and Cool Tea, Big Frutales and Volt in 2010. Our most popular brands are Big Cola, Big Fresh and Big Citrus Punch. Big Cola comes in presentations ranging from 300 ml to 3,300 ml, and the most popular presentations are the 3,030 ml and 3,300 ml sizes. Big Fresh comes in presentations ranging from 360 ml to 3,030 ml, and our most popular Big Citrus presentations are the 2,000 ml and 3,000 ml sizes. Big Frutales comes in 65 ml and 150 ml sizes.

According to Euromonitor, in Mexico, Big Cola had a 5% market share in 2011, as compared to Coca-Cola (53%) and Pepsi (9%). Big Aqua had a market share of 1% as compared to Bonafont (27%), Ciel (24%) and Electropura (16%). Cifrut had a 7% market share as compared to Lala (43%), Jumex (8%) and Bebere (8%).

We sold 31.0 million unit cases in 2011 and 44.8 million unit cases in 2010. Our revenue in Mexico was €179.3 million in 2011 compared to €253.5 million in 2010 and our Adjusted EBITDA was €9.0 million in 2011 and €18.5 million in 2010.

According to Euromonitor, the Mexican market had a per capita soft drink consumption of 376 liters in 2011, and 147 liters of this amount were from carbonated soft drinks. Mexico has one of the highest per capita soft drink consumptions in the world.

Ecuador

Our product portfolio in Ecuador consists of seven beverage brands as follows: Big Cola, Oro, Cifrut, Pulp, Sporade, Cielo and Cool Tea. Our most popular brands are Big Cola, Cifrut and Pulp. Our most popular presentations for Big Cola are 525 ml, 1,300 ml and 3,050 ml. Our most popular presentation for Cifrut is 500 ml, and our most popular presentation for Pulp is 1,000 ml. We launched Big Cola in 2003 (we previously sold Kola Real), Cielo in 2004, Pulp and Cifrut in 2007 and Cool Tea in 2011.

We sold 6.0 million unit cases in Ecuador in 2011 and 6.7 million unit cases in 2010. Our revenue in Ecuador was €51.1 million in 2011 compared to €50.9 million in 2010 and our Adjusted EBITDA was €5.4 million in 2011 and €6.4 million in 2010.

According to Euromonitor, the Ecuadorian market had a per capita soft drink consumption of 130 liters in 2011, and 65 liters of this amount were from carbonated soft drinks. Because per capita soft drink consumption in developed countries is generally more than 240 liters, we think Ecuador currently has a relatively low per capita consumption and there is potential for growth.

Brazil

In 2011, we introduced Big Cola in Brazil. Presentations sizes are 400 ml, 500 ml, 1,750 ml, 2,750 ml and 3,000 ml. Our most popular drink presentations are the 1,700 ml and 3,000 ml sizes, which accounted for 91% of our total sales in Brazil during 2011. In Brazil, we are focused on producing flavored carbonated soft drinks that cater to local taste preferences, and the Guaraná flavored Big Cola was our second most popular carbonated soft drink flavor in Brazil.

We sold 1.3 million unit cases in 2011. Our revenue in Brazil was €6.1 million in 2011 and our Adjusted EBITDA was (€10.7) million in 2011.

According to Euromonitor, the Brazilian market had a per capita soft drink consumption of 127 liters in 2011, and 85 liters of this amount were from carbonated soft drinks. Because per capita soft drink consumption in developed countries is generally more than 240 liters, we think Brazil currently has a relatively low per capita consumption and there is potential for growth.

Production

We produce our carbonated soft drinks by mixing treated water, concentrates and flavors and sugar. We carbonate the mixture and package it in returnable or non-returnable containers on automated bottling lines, and then package the containers into pallets on automated packaging lines. The juices, citrus, isotonics and energy drinks we produce follow the same process, except they do not use carbon dioxide. Our bottled water consists of processed water to which we add a certain mix of minerals as part of the bottling process. The juice based beverages (our nectar and citrus drinks) are processed by mixing sugar, and treated water with fruit pulp, concentrates and flavors. We produce our tea products by mixing sugar, tea extract, treated water, concentrates and flavors.

Beer production involves several raw material and production stages. The main ingredient in beer is malt, which is produced by germinating and roasting barley in a process called “malting.” Malt is mixed with water, hops and adjuncts (corn or grits, for instance) in the proportions necessary to obtain the desired taste. The resulting mixture is called "wort." Wort is fermented with selected yeasts to produce beer, which is then filtered and packaged. In addition to these inputs, delivery of the product to consumers requires packaging materials such as bottles, labels and crown caps, all of which we purchase from a variety of vendors.

Sealed bottles are imprinted with date codes that permit us to monitor and replace inventory in order to provide fresh products. We produce the majority of our bottles in our plants.

Raw Materials

Carbonated Soft Drinks

The most significant raw materials for the creation of our beverages is sugar and fructose. Sweeteners are combined with water to produce basic syrup, which is added to the concentrate as the sweetener for the soft drink. These sweeteners account for approximately 29% of our total production costs. For our Peruvian operations, we have short term sugar contracts with our sugar suppliers which fix the price of sugar or set a price range for a given period. For the rest of the countries in which we operate, we purchase sugar as necessary from a variety of suppliers, including Copersucar Trading A.V., Inpiasa S.A. de C.V. and Central Azucarero Portuguesa C.A. Mexico is the only country where we purchase fructose. In most cases, sugar and fructose is purchased in the local currency of the territory in which we produce the beverages. Sugar prices in some of the countries in which we operate are subject to local regulations and other barriers to market entry.

We have experienced sugar and fructose price volatility in these territories as a result of changes in local conditions and regulations. For further information see "Risk Factors—Risks Related to Our Company—Increases in the prices and shortages in the availability of our most significant raw materials used in the bottling process would increase our cost of goods sold and may adversely affect our results of operations." Generally, prices of sugar are based on supply and demand, and we expect sugar prices to remain stable in 2012. In Venezuela in 2003, there was a temporary sugar shortage due to insufficient domestic production to meet demand and restrictions on sugar imports, but this shortage did not materially affect our results of operations. We were the only producer of soft drinks in Venezuela that continued to operate and sell during the crisis. Since this shortage, we have not had any major problems with the supply of sugar. In Mexico, we expect that domestic sugar production will be insufficient to meet demand over the next three years and, as a result, we will be required to import sugar, subject to certain import duties. For further information see "Risk Factors—Risks Related to Our Company—Increases in the prices and shortages in the availability of our most significant raw materials used in the bottling process would increase our cost of goods sold and may adversely affect our results of operations." We do not hedge our exposure to changes in the price of sugar or fructose. However, to mitigate our risks, we purchase sugar from a variety of sugar producers in order to obtain the best prices.

In most cases, flavors and concentrates are purchased in the local currency of the territory in which we produce the beverage. We use two major suppliers, Givaudan International AG and International Flavors & Fragances INC, and each local production company has its own contract with the flavor/concentrates producer. Our suppliers bill us for concentrates and flavors using U.S. dollars, but in some cases, they allow us to pay in local currency using the exchange rate on the date of the transaction.

Water is another major raw material used in beverage production. We purify all of the water we use in our own production plants. When the water comes from our wells, we take the following steps to purify the water: filter the water; pre-chlorinate the water to eliminate microorganisms; and ozonate the water. When the water comes from other sources, we perform chemical treatment on the water prior to the processes used for well water.

We also purchase carbon dioxide from a number of worldwide suppliers including Praxair Mexico S.A. de C.V and Cryonfra SA de CV.

Our local plants determine the suppliers used to purchase raw materials and, in some instances, our corporate office in Peru may also choose the supplier. None of the materials or supplies that we use are presently in short supply, although the supply of specific materials could be adversely affected by strikes, weather conditions, governmental controls or national emergency situations.

Beer

The main raw materials used in the production of beer are malting barley, malt, grits, yeast, hops and water.

Malt is widely available and our requirements are met by international suppliers. In the case of our beer operations in Peru, 100% of our malt needs are supplied by Cervecería y Maltería La Calera S.A., which is located in Chile.

We purchase barley for our malting facilities from Andreoli S.A. (Argentina). Barley prices depend on the quality of the barley crop and on the prices for wheat on the main boards of trade across the world.

There are two types of hops used in our beer production: hops used to give beer its distinctive bitter flavor and hops used to give beer its distinctive aroma. The supply of hops is concentrated into a few international companies, namely Simon H. Steiner, Hopfen, GmbH.

Packaging

We also purchase resin to make preforms, and then, using a process known as blowing, the preforms are made into plastic bottles. We also purchase the PET preforms. We purchase cardboard packages for our juices and cardboard sheets to make pallets for transportation and cardboard cartons.

Prices for resin and PET preforms historically are tied to a number of factors including economic and political events, seasonal consumption, cotton prices and oil prices. Prices are determined with reference to the U.S. dollar, although the local currency equivalent in a particular country is subject to price volatility in accordance with changes in exchange rates.

Our most significant packaging raw material costs arise from the purchase of resin to make plastic bottles, which we obtain from international and local producers. We have recently experienced volatility in the prices we pay for resin, for instance. In Mexico, our average price for resin increased by more than 8% in U.S. dollars in 2011. Resin prices may continue to increase in the future.

We do not currently hedge our exposure to changes in the price of resin or for the U.S. dollar exchange rate fluctuations.

Our operation in Mexico began using resin from recycled PET bottles in 2009. We purchase recycled resin from third parties, and this recycled resin represented approximately no more than 10% of our total resin consumption in 2011 in this country. Additionally, we purchased two production lines (one in Ecuador and another in Peru) to produce recycled resin. We are planning to become totally integrated in the use and production of recycled resin by 2013.

Raw materials by territory

Peru. We use sugar in the carbonated soft drink, citrus, nectar and isotonic products we sell in Peru. Importation of sugar in Peru is subject to various duties and taxes payable by the importer, including but not limited to ad valorem duties, value added tax and prepayment of sale taxes (*regimen de percepciones*). If the cost, insurance and freight value (CIF) per metric ton (MT) is at least U.S.$570, the rate of ad valorem duties for the importation of sugar is 0. The value-added tax is 18%. In addition, specific duties are payable by importers on sugar imported from countries that are not members of the Andean Community, a trade union that includes Bolivia, Colombia, Ecuador and Peru. Our sugar suppliers are companies based in Peru or countries that are part of the Andean Community.

We purchase resin mainly from KP Chemical Corp.

We use malting barley, malt, grits, yeast, hops and water to make our beer. We mainly purchase our malt from Cervecería y Maltería La Calera S.A., our barley from Andreoli S.A. (Argentina) and our hops from Hopesteiner.

Colombia. We use sugar in the carbonated soft drink, citrus and isotonic products we sell in Colombia. We purchase sugar from local suppliers such as Manuelita S.A. We purchase resin from Indorama Corporation and Dak Resinas Americas S.A de C.V. Our resin purchases from international suppliers are subject to a 10% tariff. We purchase resin internationally because the amount and quality of local resin is inadequate.

Thailand. We use sugar in the carbonated soft drink products we sell in Thailand. We purchase the majority of our sugar from Korach Industry Co Ltd. We purchase the majority of our resin from Indorama Corporation.

Venezuela. We use sugar in the carbonated soft drink, citrus, nectar and isotonic products we sell in Venezuela. We purchase the majority of our sugar from Central Azucarero Portuguesa C.A. Since 2003, we have experienced a sugar shortage due to lower domestic production and the inability of the main sugar importers to obtain permissions to import. However, we were able to meet our sugar requirements through imports. We purchase PET preforms from Amcor Rigid Plastics de Venezuela S.A.

Central America. We use sugar in the carbonated soft drink, citrus, nectar and isotonic products we sell in Central America. Sugar is available from local suppliers such as Mercadeo Especializado S.A. and Artículos de Consumo Popular S.A. For our Central American production, we purchase resin in Guatemala from international suppliers such as Far Eastern New Century Corporation and Dak Resinas Americas S.A. de C.V. While several Central American countries produce and export sugar, none of the Central American countries where we operate have in place regulatory policies to protect their respective local sugar markets.

Mexico. We use sugar in the carbonated soft drink, citrus, nectar and energy products we sell in Mexico. We purchase sugar from Inpiasa S.A. de C.V., and we purchase fructose from Almidones Mexicanos S.A. de C.V.

In December 2001, the Mexican government expropriated the majority of the sugar mills in Mexico. To manage this industry, the Mexican government entered into a trust agreement with Nacional Financiera, S.N.C. (“Nafin”), a Mexican government-owned development bank, pursuant to which Nafin acts as trustee. In addition, the Mexican government imposed a 20% excise tax, effective January 1, 2002, on carbonated soft drinks sweetened with high fructose corn syrup. On January 1, 2003, the Mexican government broadened the reach of this tax by imposing a 20% excise tax on carbonated soft drinks produced with non-sugar sweetener. The effect of these excise taxes was to limit our ability to substitute other sweeteners for sugar. In June 2006, the Mexican government enacted a 20% tax on sugar and sweeteners production and services, but this tax was repealed in 2007.

Imported sugar is also presently subject to import duties, the amount of which is set by the Mexican government. As a result, sugar prices in Mexico are in excess of international market prices for sugar. We expect that domestic sugar production will be insufficient to meet demand over the next three years and, as a result, we will be required to import sugar to meet our sugar needs.

We purchase our resin from Indorama Corporation and Dak Resinas Americas S.A de C.V. We manufacture our own PET preforms, which we use to produce bottles. Our resin purchases from international suppliers are subject to a 10% tariff, except for resin imported from the European Union as a result of a trade agreement between Mexico and the European Union.

Ecuador. We use sugar in the carbonated soft drink, citrus, nectar and isotonic products we sell in Ecuador. In Ecuador, there are a number of sugar import regulations, and as a result we must rely on the local market for our sugar. We buy from local suppliers such as Ecudos SA. We purchase the majority of our resin and preforms from Amcor Rigid Plastics Ecuador S.A. Our resin purchases from international suppliers are subject to a 5% tariff.

Brazil. We use sugar in the carbonated soft drink products we sell in Brazil. We purchase sugar from local suppliers such as Copersucar Trading A.V. and Raizen Energia S.A. We do not purchase resin in Brazil, but we do purchase preforms from Amcor Pet Packaging do Brasil Ltda. While Brazil produces and exports sugar, it does not have in place regulatory policies to protect its local sugar market.

Seasonality and weather conditions

Because we operate in numerous countries in a variety of locations throughout the world, the impact of seasonality and weather conditions on our total consolidated business can be mitigated. Nevertheless, our quarterly financial results can vary from one year to the next due to seasonal and weather related shifts in purchasing patterns.

Sales of our products are seasonal on a country by country basis, as our sales levels generally increase during the summer months. In Mexico and Central America, we typically achieve our highest sales during the summer months of May through September. In Peru, Ecuador, Venezuela, Colombia, and Brazil, we typically achieve our highest sales during the summer months of December through April. In Thailand, we see our lowest sales during monsoon season, which is from April to October.

Weather conditions directly affect the consumption of all our products. High temperatures and prolonged periods of warm weather increase consumption of carbonated soft drinks and waters, while unseasonably cool weather adversely affects our sales.

Marketing

We have developed a sophisticated and efficient marketing strategy to promote the sale and consumption of our products. We adapt to local preferences in our markets through brand partnerships and aspirational marketing strategies in which we attempt to position our brands as international and high quality. Our marketing expenses in 2011 were €37.0 million. Through the use of advanced information technology, we have collected customer and consumer information that allows us to tailor our marketing strategies to the types of customers located in each of our territories and to meet the specific needs of the various market segments we serve.

Currently, our primary target population is people who are 10 to 25 years old in the C, D and E socio-economic segments, which is one of the largest and fast growing segments in Latin America and Asia. These segments are comprised respectively of persons with monthly incomes of U.S.$650, less than U.S.$500 and less than U.S.$100. Our marketing research indicates that this population wants a high quality product at a competitive price, so we provide high quality products at prices below our main competitors. We use the best quality raw materials, packaging and new machinery to produce our beverages.

Big Cola, our flagship brand, has a partnership with Futbol Club Barcelona, as this team is recognized as one of the best soccer teams in the world. We use the Futbol Club Barcelona image for advertising in Latin America, and the team is in the majority of Big Cola marketing. We also have agreements with world famous soccer players, David Villa and Dani Alves. David Villa, who plays in Futbol Club Barcelona, is the brand's ambassador for Latin America, while Dani Alves, who also plays in Futbol Club Barcelona, is the brand's ambassador for Brazil.

In Thailand, Big Cola has a similar partnership with the England FA and the England Premiere League soccer teams, Everton Football Club, Stoke City Football Club, West Bromwich Albion and Wigan Athletic Football Club, as English soccer is extremely popular in this market. Under our partnership agreements, we are able to display Big Cola advertising when our sponsored soccer teams play, which reaches approximately 600 million people through television.

We also partner with popular movies in order to further promote our products. For example, Cifrut and Pulp advertisements featured characters from Dreamworks films such as Kung Fu Panda and Shrek.

Product Distribution

Our distribution network consists of 126 direct distribution centers and over 1,800 third party distributors. Our distribution centers are located in major cities within our sales territories. We ship the majority of our products from our manufacturing facilities to these centers using third party transportation services.

We use a variety of different sales methods to distribute our products. The substantial majority of our distribution is through direct or third party distribution systems. For direct distribution, we use our distribution centers and salesmen to distribute our products, and, for third party distribution, we use independent third party distributors, who sell our products exclusively. The majority of our sales through or to third party distributors are cash sales, but we do grant credit to certain customers and distributors if they have a record of timely payments.

We have two methods of distributing our products to “mom & pop” shops: “preventa” and “autoventa.” Under the “preventa” method, our salesmen take orders directly from “mom & pop” shops, and we distribute the ordered product on the following day. Under the “autoventa” method, our distributors bring our product on the sales visits to the “mom & pop” shops, and the distributors are able to immediate deliver the products to the points of sale.

We also sell our products directly to larger supermarkets and convenience stores. Depending on the location of the supermarket or retailer, we provide products to these customers either from our distribution center or directly from our manufacturing facilities. The larger supermarkets and retailers include the following: Walmart, Carrefour, Oxxo, 7Eleven, Wong, Sam’s Club, Bodega Aurrera, Pão de Açúcar, Extra and Plaza Vea.

Competition

The soft drink segments in the territories in which we operate are highly competitive. Our main competitors are Coca-Cola, Pepsi and a few local producers. In the carbonated soft drink category, our main competitors are Coca Cola, which is operated by CCF (Mexico, Central America, Colombia, Venezuela and Brazil), Arca Continental S.A.B. de C.V. (“Arca”) (Mexico and Ecuador) and Corporación Lindley S.A. (Peru), and Pepsi, which is operated by Grupo Embotelladoras Unidas S.A.B. de C.V. (Mexico), the Central America Beverage Corporation, Empresas Polar S.A. (Venezuela), Companhia de Bebidas das Américas – Ambev S.A. (“Ambev”) (Brazil), Compañía Cervecera Ambev Peru S.A.C. (Peru), as well as other bottlers and distributors of national and regional soft drink brands, such as Postobón S.A. (Colombia). In the water category our principal competitor is Coca-Cola. In the nectar and citrus beverage categories our principal competitors are Coca-Cola, Nestlé and Gloria S.A. In the isotonic category our main competitors are Coca-Cola (Powerade) and Pepsi (Gatorade). In the beer category in Peru, our main competitor is Union de Cervecerías Peruanas Backus & Johnston S.A.A. (a SABMiller plc. subsidiary).

We compete by offering high quality products at attractive prices and increasing the value of our brands. We believe that introduction of new products, beverage types and presentations have been a significant competitive advantage that allows us to meet consumer needs and provide different options to consumers.

We are the one of the top three carbonated soft drink producers in Peru, Colombia, Ecuador, Guatemala and Thailand. We are leaders in the nectar and juice categories in Peru and Ecuador. In Peru, we are also the leader in the water, isotonic and tea categories. The following is a summary of our main competitors by country/region:

	Competitors
Peru	Corporación Lindley S.A.
Colombia	CCF and Postobon S.A.
Thailand	Coca Cola bottlers, Thai Pure Drinks Co. Ltd. and Hard Tip Co. Ltd., and Pepsi bottler, Serm Suk Public Company Ltd.
Venezuela	CCF and Empresas Polar S.A.
Central America	CCF and Central America Beverage Corporation
Mexico	CCF and Grupo Embotelladoras Unidas S.A.B. de C.V.
Ecuador	Arca and Nestlé.
Brazil	CCF, Ambev, regional producers of “B” brands known as “tubainas”

As described below in “—Intellectual Property,” we have entered into certain undocumented, informal non-competition arrangements with Mr. Jorge Rolando Añaños Jerí, a member of the Añaños family that does not own any interest in our company, respecting Kola Real and Cielo beverages.

Quality Control

We maintain rigorous quality control standards at every stage of the beverage production and distribution process. In Mexico, for example, in April 2012 we renewed our International Organization for Standardization (ISO) 9001 certification, which certifies that we have high quality management systems.

We continuously monitor our production process for compliance with these standards. We use statistical control systems and sophisticated control equipment to monitor our production, and we are able to determine the cause of a production defect in less than 24 hours. Different authorities perform audits at our plants, and we have a production team at each plant that is responsible for auditing the production process to ensure that we meet our high quality standards.

We maintain a quality control laboratory at each production facility for testing raw materials, packaging and finished products. Additionally, local plants are required to obtain supplies of raw materials (ingredients and packaging) from approved suppliers.

Due to our effective quality control procedures, we have not had any major recalls of our products.

Insurance

We maintain a centralized worldwide "all risk" insurance policy to cover our properties (owned and leased), machinery and equipment and inventories as well as losses due to business interruptions. This policy covers damages caused by natural disasters, including earthquakes, hurricanes and hail, and damages caused by human acts, including explosion, fire, vandalism, riots, terrorism and sabotage. In addition, our insurance policy covers third party liability claims. Our insurance coverage is coordinated through our broker, Marsh Brockman & Schuh, and the policies are issued by international leading insurance companies like Chartis and ACE.

Property

As of December 31, 2011, we operate 22 manufacturing facilities (thirteen owned; nine leased) with 83 bottling lines, 20 preform injection lines and 10 cap-compression lines across Latin America and in Thailand. The table below summarizes by country, installed capacity and percentage utilization of our beverage production facilities:

	As of December 31, 2011	
Country	**Installed Capacity (thousands of unit cases)**	**% Utilization[(1)]**
Brazil	615,972	26.10%
Guatemala	1,457,512	71.90%
Costa Rica	400,184	68.10%
Colombia	2,640,708	84.10%
Ecuador	1,245,857	47.30%
Mexico	4,438,223	44.60%
Peru	2,827,048	54.70%
Thailand	2,142,840	66.30%
Venezuela	1,931,020	32.60%

(1) Annualized rate.

The table below summarizes by country plant location and facility area of our primary manufacturing facilities:

	As of December 31, 2011	
Country	**Plant**	**Facility Area (thousands of sq. meters)**
Brazil	Rio de Janeiro	16,653
Guatemala	Amatitlan	16,800
Costa Rica	Cartago	41,933

Colombia	Bogota	50,157
Ecuador	Guayaquil	30,000
Mexico	Culiacan	9,468
Mexico	Guadalajara	27,318
Mexico	Monterrey	15,342
Mexico	Puebla	101,733
Mexico	Villa Hermosa	25,000
Peru	Huachipa	72,360
Thailand	Chomburi	37,000
Venezuela	Valencia	33,000

The table below summarizes by country the number of bottling lines, preform injection lines and cap-compression lines:

	As of December 31, 2011		
Country	**Bottling Lines**	**Preform Injection Lines**	**Cap-Compression Lines**
Brazil	1	-	-
Guatemala	6	1	3
Costa Rica	2	-	-
Colombia	9	2	3
Ecuador	7	1	1
Mexico	14	2	5
Peru	28	2	4
Thailand	7	2	4
Venezuela	8	-	-

Intellectual Property

We own numerous trademarks and trade secrets, as well as substantial know-how and technology, which we collectively refer to as our intellectual property. We rely on a combination of trademark and trade secrecy laws, confidentiality procedures and contractual provisions to protect these intellectual property rights. The intellectual property generally relate to our products and the processes for their production; the packages used for our products; the design and operation of various processes and equipment used in our business; and certain quality assurance software. We also own the rights to all our audio/visual advertising materials.

The carbonated soft drink and other beverage formulas used to manufacture our products are among the important trade secrets used in our business. All of these formulas are owned by the Añaños family. The Añaños family has granted, pursuant to numerous agreements, our subsidiaries the right to use these formulas. Under the terms of these agreements, the Añaños family only receives royalty payments from our Peruvian subsidiaries for the use of these formulas. Under the terms of the agreement permitting the use of these formulas in Peru, the royalties are calculated based on percentages of our net sales in Peru, and these percentages are adjusted annually based on transfer pricing studies prepared by third parties. We are obligated by all of the formula agreements not to transfer or sell the formulas to any company or person outside of our company, and these agreements are valid as long as the formulas and trade secrets are still needed for our business. The formula agreements provide for initial one year terms based on the calendar year; in the case of the agreements permitting the use of these formulas in Peru, the agreements require each party to either enter into a one-year renewal term by executing an amendment agreement or terminate by providing 60 days' written notice prior to the expiration of the term, and, in the case of the agreements permitting the use of these formulas in other countries, the agreements automatically renew for one year renewal terms unless either party terminates by providing 30 days' written notice prior to the expiration of the term. In the case of the agreements permitting the use of these formulas in Peru, we generally execute the amendment agreements for a given calendar year toward the end of such year, around the time the transfer pricing studies for such year are completed, and, prior to such execution, we operate with informal arrangements with the Añaños family. In connection with this offering, the Añaños family will enter into subordination agreements with the Issuer, Atic and the Guarantors subordinating their rights to receive royalties under these agreements to our obligations under the Notes. For further information see "Risk Factors—Risks Relating to Our Company—We depend on the formulas of the Añaños family to manufacture our products." In addition, the Añaños family has also granted, pursuant to similar agreements, certain subsidiaries of Callpa, an affiliated sister company controlled by the Añaños family, that sell carbonated soft drink products under our Big Cola brand in India, Indonesia and Vietnam the right to use these formulas without the payment of any royalties.

We own numerous trademarks that are very important to our business. These trademarks include Big Cola, Kola Real, Big Fresh, Oro, First, Cifrut, Pulp, Big Frutales, Big Citrus Punch, Cielo, Big Aqua, Sporade, Free Tea, Cool Tea, Volt, Franca, Tres Cruces, Club and Deporade. We own a 66.8% interest in certain of the Peruvian registered trademarks related to our Kola Real and Cielo brands and Mr. Jorge Rolando Añaños Jerí, a member of the Añaños family that does not own any interest in our company, and Ms. Vicky Marisa Añaños Jerí, a member of the Añaños family that owns a minority interest in our company, each own a 16.6% interest in such marks. Pursuant to certain undocumented, informal arrangements among Jorge Añaños and the other members of the Añaños family, companies controlled by Jorge Añaños separately produce and distribute beverages in Southern Peru and in the Dominican Republic under the Kola Real and Cielo brands using separate formulas and know-how owned by Jorge Añaños and we and such companies have mutually agreed not to compete with each other's Kola Real and Cielo beverages in our and their respective territories. Further, in connection with the distribution of our products, we have entered into licensing agreements with a limited number of our large third party distributors under which we have granted certain rights to use our trademarks and other designs. In addition, we have also entered into licensing agreements with certain subsidiaries of Callpa that sell carbonated soft drink products under our Big Cola brand in India, Indonesia and Vietnam under which we have granted these entities certain rights to use our trademarks, designs and know-how. However, we only charge the Indonesia Callpa companies royalties (which are based on net sales in Indonesia) for the use of our trademark.

Regulation

We are subject to regulation in each of the territories in which we operate. The adoption of new laws or regulations in the countries in which we operate may increase our operating costs, our liabilities or impose restrictions on our operations which, in turn, may adversely affect our business, financial condition, results of operations and liquidity. Further changes in current regulations may result in an increase in compliance costs, which may have an adverse effect on us. See "Risk Factors—Risks Relating to Our Company—Regulatory developments may adversely affect our business."

Price Controls

Voluntary price restraints or statutory price controls have been imposed historically in several of the countries in which we operate. In January 2010 the Venezuelan government amended the *Ley para la Defensa y Acceso a las Personas a los Bienes y Servicios* (Access to Goods and Services Defense Law), according to which any violation by a company that produces, distributes and sells goods and services could lead to fines, penalties or the confiscation of the assets used to produce, distribute and sell these goods without compensation. At present, there are no other price controls on our products in any of other the territories in which we have operations.

Taxation of Sparkling Beverages

All the countries in which we operate impose a value-added (or similar) tax on the sale of sparkling beverages, with a rate ranging from 7% in Panama and Thailand to 19% in Rio de Janeiro, Brazil. For information on the risk of taxes on our business, see "Risk Factors—Risks Relating to Our Company—Taxes on soft drinks could adversely affect our business." In addition, several of the countries in which we operate impose the following excise or other taxes:

- Costa Rica imposes a specific tax on non-alcoholic bottled beverages based on the combination of packaging and flavor, currently assessed at 15.50 colones (approximately U.S.$0.03 as of December 31, 2011) per 250 ml, and an excise tax on local brands of 5%, foreign brands of 10% and mixers of 14%.
- Guatemala imposes an excise tax of 0.18 cents in local currency (approximately U.S.$0.02 as of December 31, 2011) per liter of sparkling beverage.
- Nicaragua imposes a 9% tax on consumption, and municipalities impose a 1% tax on our Nicaraguan gross income.
- Panama imposes a 5% tax based on the cost of goods produced. Panama also imposes a 10% selective consumption tax on syrups, powders and concentrate.

- Peru imposes a 17% consumption tax (*Impuesto Selectivo al Consumo*), which applies to all of our products, except for Fruit-based beverages and bottled water. This tax is only applicable on the sale made by the producer.
- Brazil imposes an amount per liter tax, which is fixed by the federal government (0.0207 Brazilian reais per liter).
- Thailand imposes a tax at 20% over the base of "exwork" factory price, which includes all costs associated with the manufacturing process.
- Ecuador imposes a "green tax" of $0.02 per bottle.

Water Supply Law

In Mexico, we obtain water directly from municipal water companies and pump water from our own wells pursuant to concessions obtained from the Mexican government on a plant-by-plant basis. Water used in Mexico is regulated primarily by the *Ley de Aguas Nacionales de 1992* (the 1992 Water Law), and regulations issued thereunder, which created the Comisión Nacional del Agua (the National Water Commission). The National Water Commission is charged with overseeing the national system of water use. Under the 1992 Water Law, concessions for the use of a specific volume of ground or surface water generally run for five-, ten- or fifteen-year terms, depending on the supply of groundwater in each region as projected by the National Water Commission. Concessionaires may request concession terms to be extended upon termination. The Mexican government is authorized to reduce the volume of ground or surface water granted for use by a concession by whatever volume of water is not used by the concessionaire for two consecutive years. However, because the current concessions for each of our plants in Mexico do not match each plant's projected needs for water in future years, we successfully negotiated with the Mexican government the right to transfer the unused volume under concessions from certain plants to other plants anticipating greater water usage in the future. Our concessions may be terminated if, among other things, we use more water than permitted or we fail to pay required concession-related fees and do not cure such situations on a timely manner. We believe that our existing concessions satisfy our current water requirements in Mexico.

In Nicaragua, the use of water is regulated by the *Ley General de Aguas Nacionales* (National Water Law). In Guatemala, the use of water is regulated by the *Ley de Aguas* (Water Law). In both Guatemala and Nicaragua, we obtain our water from an industrial park utility service. In Costa Rica, we obtain water from our own wells.

In Peru, the use of water is regulated by the Law of Water Resources (LWR), Law No. 29338 and its regulations enacted by Supreme Decree 001-201-AG. We obtain the vast majority of the water used in our production pursuant to licenses granted by the ANA to exploit wells owned by us. According to Peruvian law, authorities may grant temporary water rights, as well as rights for indefinite periods such as those licenses granted to us as of the date hereof, subject to the compliance of certain legal conditions related to the permitted use of the water. Peruvian law establishes that water rights must be used efficiently without adversely affecting its quality or the environment, and taking into account primary use (such as water for food preparation, human direct consumption, agricultural activities and personal hygiene) and rights for the use of water previously granted.

In Ecuador, the use of water is regulated by the Water Law and its regulations. We obtain our water from private suppliers, including Interagua and Triple Oro.

In Venezuela, we use private wells in addition to water provided by the municipalities, and we have taken the appropriate actions, including actions to comply with water regulations, to have water supply available from these sources, regulated by the *Ley de Aguas* (Water Law).

In Colombia, we obtain water directly from utility companies. We are required to have a specific concession to exploit water from natural sources. Water use in Colombia is regulated by Law No. 9 of 1979 and Decrees No. 1594 of 1984 and no. 2811 of 1974. The National Institute of National Resources supervises companies that exploit water.

In Brazil, we buy water directly from municipal utility companies. According to the Brazilian Constitution, water is considered an asset of common use and can only be exploited for the national interest, by

Brazilians or companies formed under Brazilian law. Dealers and users have the responsibility for any damage to the environment. The exploitation and use of water is regulated by the *Código de Mineração* (Code of Mining, Decree Law No. 227/67), the *Código de Águas Minerais* (Mineral Water Code, Decree Law No. 7841/45), the National Water Resources Policy (Law No. 9433 / 97) and by regulations issued thereunder. The companies that exploit water are supervised by the Departamento Nacional de Produção Mineira – DNPM (National Department of Mineral Production) and the National Water Agency in connection with federal health agencies, as well as state and municipal authorities.

In Thailand, the use of water is governed by the State Irrigation Act Be 2485. We receive water from the Public Water Service Company.

We cannot assure you that water will be available in sufficient quantities to meet our future production needs, that we will be able to maintain our current concessions or that additional regulations relating to water use will not be adopted in the future in our territories. We believe we are in material compliance with the terms of our existing water concessions and that we are in compliance with all relevant water regulations. For further information see Risk Factors—Risks Relating to Our Company—A water shortage or a failure to maintain existing concessions could adversely affect our business."

Environmental Matters

In all of our territories, our operations are subject to federal and state laws and regulations relating to the protection of the environment. In Mexico, the principal legislation is the *Ley General de Equilibrio Ecológico y Protección al Ambiente* (the Federal General Law for Ecological Equilibrium and Environmental Protection) (the "Mexican Environmental Law") and the *Ley General para la Prevención y Gestión Integral de los Residuos* (the General Law for the Prevention and Integral Management of Waste) which are enforced by the *Secretaría del Medio Ambiente y Recursos Naturales* (the Ministry of the Environment and Natural Resources) ("SEMARNAT"). SEMARNAT can bring administrative and criminal proceedings against companies that violate environmental laws, and it also has the power to close non-complying facilities. Under the Mexican Environmental Law, rules have been promulgated concerning water, air and noise pollution and hazardous substances. In particular, Mexican environmental laws and regulations require that we file periodic reports with respect to air and water emissions and hazardous wastes and set forth standards for waste water discharge that apply to our operations. We are also subject to certain minimal restrictions on the operation of delivery trucks in Mexico City.

In addition, we are subject to the *Ley de Aguas Nacionales* (the Natural Waters Law), enforced by the Mexican National Water Commission. Adopted in December 1992, the law provides that plants located in Mexico that use deep water wells to supply their water requirements must pay a fee to the city for the discharge of residual waste water to drainage. Pursuant to this law, certain local authorities test the quality of the waste water discharge and charge plants an additional fee for measurements that exceed certain standards published by the Mexican National Water Commission. All of our bottler plants located in Mexico have met these standards.

Our Central American operations are subject to several federal and state laws and regulations relating to the protection of the environment, which have been enacted in the last ten years, as awareness has increased in this region about the protection of the environment and the disposal of hazardous and toxic materials, as well as water usage. All of our plants in Central America comply with the new laws.

In Peru, we are subject to a broad range of environmental laws and regulations, which require us to incur costs and capital expenditures on an ongoing basis and expose us to substantial liabilities in the event of non-compliance. These laws and regulations also require us to obtain and maintain environmental permits, licenses and authorizations for the construction of new facilities or the installation and operation of new equipment required for our activities. Such permits, licenses and approvals are subject to periodic renewal and challenge from third parties. In this regard government environmental agencies could take enforcement actions against us for any failure to comply with applicable laws and regulations. Such enforcement actions could include the imposition of fines, revocation of licenses, suspension of operations or imposition of criminal liability for non-compliance. These laws and regulations require us, among other things, to minimize risks to the natural and social environment while maintaining the quality, safety and efficiency of our facilities. All of our plants in Peru comply with the environmental regulations, and they have passed all of the environmental tests and controls.

The principal environmental law in Ecuador is the *Texto Unificado de Legislacion Secundaria en Medio Ambiente* (the Unified Text of the Secondary Environmental Law). The government issues licences for the use of environmental resources, but it is permitted to delegate this task to the municipalities. We are currently expanding our waste water plant, and we are awaiting the final license.

Our Venezuelan operations are subject to several Venezuelan federal, state and municipal laws and regulations related to the protection of the environment. The most relevant of these laws are the *Ley Orgánica del* Substance, Material and Dangerous Waste Law), the *Ley Penal del Ambiente* (the Criminal Environmental Law) and the *Ley de Aguas* (the Water Law). In addition, in December 2010, the Venezuelan government approved the *Ley Integral de Gestión de la Basura* (Comprehensive Waste Management Law), which will regulate solid waste management and which may be applicable to manufacturers of products for mass consumption. The full scope of this law has not yet been established. We comply with all of the Venezuelan environmental regulations.

Our Colombian operations are subject to several Colombian federal, state and municipal laws and regulations related to the protection of the environment and the disposal of treated water and toxic and hazardous materials. These laws include the control of atmospheric emissions, noise emissions, disposal of treated water and strict limitations on the use of chlorofluorocarbons. For our plants in Colombia, we expect to obtain an ISSO certification demonstrating our compliance at the highest level with relevant Colombian regulations.

In Thailand, the principal environmental law is the National Environmental Quality Act. The Factory Act regulates water pollution from factories, and there is no legislation specifically governing hazardous waste.

Our Thailand operations comply with all environmental regulations. Our subsidiary, Ajethai, has completed the following registrations in accordance with government requirements: code N. 02(3)-2547 factory registered material code 09/04, 020705, 160306, 020704 and 020704, among others.

Our Brazilian operations are subject to several federal, state and municipal laws and regulations related to the protection of the environment. Among the most relevant laws and regulations are those dealing with the emission of toxic and hazardous gases and disposal of wastewater and solid waste, which impose penalties, such as fines, facility closures or criminal charges depending upon the level of non-compliance. Under Law No. 6,938 dated August 31, 1981, in conjunction with CONAMA Resolution No. 237 dated December 19, 1997, companies are required to obtain environmental licenses for any undertaking that can potentially pollute the environment. Consequently, we are required to obtain environmental licenses to install and operate our production facilities, and as part of the regulation, we are required to prepare an environmental impact assessment. Additionally, Decree No. 97,632 dated April 10, 1989 requires the restoration of mined areas to their original state.

In August 2010, Law No. 12.305/2010 established the Brazilian National Solid Waste Policy. This policy is based on the principle of shared responsibility between the government, companies and the public, and provides for the post-consumption return of products to companies and requires public authorities to implement waste management programs. This law is regulated by Federal Decree No. 7.404/2010, and was published in December 2010.

We do not believe that our business activities pose a material risk to the environment, and we believe that we are in material compliance with all applicable environmental laws and regulations.

We have expended, and may be required to expend in the future, funds for compliance with and remediation under local environmental laws and regulations. Currently, we do not believe that such costs will have a material adverse effect on our business, financial condition, results of operations or liquidity. However, since environmental laws and regulations and their enforcement are becoming increasingly stringent in our territories, and there is increased recognition by local authorities of the need for higher environmental standards in the countries where we operate, changes in current regulations may result in an increase in costs, which may have an adverse effect on us. Management is not aware of any significant pending regulatory changes that would require a significant amount of additional remedial capital expenditures.

Other Regulations

We have complied in all material respects with the obligations generated from the applicable health laws and regulations we deem necessary to our business.

In December 2009, the Venezuelan government issued a decree requiring a reduction in energy consumption by at least 20% for industrial companies whose consumption is greater than two megawatts per hour and to submit an energy-usage reduction plan. Some of our bottling operations in Venezuela in Valencia met this threshold and we submitted a plan, which included the purchase of generators for our plants. In January 2010, the Venezuelan government subsequently implemented power cuts and other measures for all industries in Caracas whose consumption was above 35 kilowatts per hour.

In January 2010, the Venezuelan government amended the *Ley para la Defensa y Acceso a las Personas a los Bienes y Servicios* (Access to Goods and Services Defense Law). Any violation by a company that produces, distributes and sells goods and services could lead to fines, penalties or the confiscation of the assets used to produce, distribute and sell these goods without compensation. Although we believe we are in compliance with this law, consumer protection laws in Venezuela are subject to continuing review and changes.

Legal Proceedings

Except for the tax disputes described below, we are not currently a party to any material legal, governmental or arbitration proceedings, other than routine litigation, governmental and administrative proceedings arising in the ordinary course of business. Such routine proceedings are not expected to have a material adverse effect on our business, financial condition, results of operations or liquidity.

In Thailand, since 2008, we have been involved in a dispute with the tax authorities regarding the payment of certain excise taxes related to 2006 and 2007. The total amount involved in this dispute is €12.9 million. Based on the advice of counsel, we believe that material losses are probable and, therefore, we currently maintain a provision for €5.2 million.

In addition, we are currently involved in certain tax disputes in Mexico, Peru, Ecuador and Costa Rica. Based on the advice of counsel, we believe that material losses are not probable and, therefore, we currently do not maintain any provisions for these disputes.

For additional information, see note 29 to our Audited Consolidated Financial Statements as of and for the year ended December 31, 2011.

Employees

As of December 31, 2011, we had 7,734 employees. As of December 31, 2011, we had 1,730 unionized employees, which represent approximately 22% of the total number of employees. We negotiate a collective bargaining agreement with the each 12 unions in which our workers participate yearly. Historically, we have had a good relationship with the unions and management currently believes that it has a good relationship with its employees. We have not faced any work stoppage or other major labor disputes in the last years. We also provide educational programs, including English classes, technology skills and computer programs to our employees and their families.

MANAGEMENT

We are managed by a Board of Directors (*Consejo de Administración*), currently composed of three members (each a Director of the Board, and collectively the Directors), and by the Executive Committee (*Comité Ejecutivo*), currently composed of our three Directors and five other members – a Co-Founder and Finance Director, Executive Vice-President, Human Resources Director, Marketing Director and Sales and Distribution Director (collectively the Executive Officers).

Board of Directors

The Board of Directors is responsible for establishing our general business policies, long-term strategy and monitoring the performance of the Executive Committee and our country managers. According to our by-laws, our Board of Directors has strategic, monitoring and supervisory responsibilities, but does not have a direct role in operating or executive activities.

The Board of Directors may be composed of a minimum of three and a maximum of seven members, who are all shareholders and are elected at our general shareholders meeting for an indefinite period, and re-elections are permitted. Currently, none of the Directors are independent, but we may have independent Directors in the future. The meetings of the Board of Directors are held weekly but can also be convened upon the request of any Director or any member of the Executive Committee. The meetings require the presence of at least the majority of the members and decisions are made by a majority of votes, with the President (or his replacement) casting any tie-breaking vote. In addition to a meeting, the Directors can provide a written resolution and vote on it by mail.

The Board of Directors is currently composed of the following three members, each of whom was appointed by our shareholders in 2005. The members have divided their management duties regionally and functionally.

Name	Year of Birth	Position
Ángel Eduardo Añaños Jerí	1957	President; Counselor of Asia and Finances and Administration Operations
Arturo Fernando Añaños Jerí..	1964	Counselor of North and Central America and Supply Chain and Manufacturing Operations
Álvaro Nivardo Añaños Jerí	1962	Counselor of South America and Marketing, Sales and Distribution Operations

Ángel Eduardo Añaños Jerí: Mr. Añaños is currently the President of the Board of Directors. He has been a member of our Board of Directors since 1988. Mr. Añaños holds a chemical engineering degree from San Cristóbal of Huamanga University (Peru), where he graduated first in his class. He has also taken specialized courses in marketing, engineering, productivity, international trade and business administration. Mr. Ángel Añaños was been named "Peruvian Entrepreneur of the Year 2002" by the Association of Peruvian Exporters. Mr. Añaños is the brother of Mr. Arturo Fernando Añaños Jerí and Mr. Álvaro Nivardo Añaños Jerí, as well as Mr. Carlos Enrique Añaños Jerí, our Co-Founder and Finance Director.

Arturo Fernando Añaños Jerí: Mr. Añaños is currently a member of the Board of Directors in charge of North and Central America and Supply Chain and Manufacturing Operations. Mr. Añaños has been a member of the Board of Directors since 1988. Mr. Añaños holds a degree in economics from Inca Garcilazo de la Vega University (Peru). Mr. Añaños has taken specialized courses in Business Administration. Since 1990, he has served in several management positions in our company, and he started our operations in Peru, Venezuela, Ecuador and Mexico. Mr. Añaños is the brother of Mr. Ángel Eduardo Añaños Jerí and Mr. Álvaro Nivardo Añaños Jerí, as well as Mr. Carlos Enrique Añaños Jerí, our Co-Founder and Finance Director.

Álvaro Nivardo Añaños Jerí: Mr. Añaños is currently a member of the Board of Directors in charge of the South America and Marketing, Commercial and Distribution Operations. Mr. Añaños has been a member of the Board of Directors member since 1988. Mr. Añaños holds a degree in business administration from Ricardo Palma University (Peru). Since 1988, he has served in several management positions in our company, and he started our operations in Peru, Venezuela, Ecuador and Mexico. Mr. Añaños is the brother of Mr. Ángel Eduardo Añaños Jerí, and Mr. Arturo Fernando Añaños Jerí, as well as Mr. Carlos Enrique Añaños Jerí, our Co-Founder and Finance Director.

Executive Officers

Our Executive Committee is currently composed of three Directors and five Executive Officers, who are responsible for our management. Pursuant to our by-laws, the Board of Directors is responsible for electing the Executive Officers. The Executive Officers serve at the will of the Board of Directors, and they may be re-elected. The Board of Directors may dismiss any Executive Officer at any time without cause. The Executive Officers meet weekly, and they may hold extraordinary meetings whenever necessary. The address of our Executive Committee is Avenida de la Vega 1 – Edificio 1 – 2da Planta, Oficina Este – 28108, Alcobendas (Madrid), Spain.

The Executive Officers are responsible for the execution of the Board of Director's resolutions and for our day-to-day management. The current Executive Officers were re-appointed by the Board of Directors at the Board of Director's meetings held on April 22, 2012.

Below is a list of our current Executive Officers with a brief biographical description of each:

Name	Date of Birth	Position
Carlos Enrique Añaños Jerí	1966	Co-Founder; Finance Director
Gonzalo Begazo	1974	Executive Vice-President of Finance and Administration
Rodrigo Montealegre	1960	Human Resources Director
Jorge López Dóriga	1963	Marketing Director
Fernando Salazar	1966	Sales and Distribution Director
José Ramón Romero	1968	Corporate Controller
James Bujouves	1964	CFO Asia Pacific
Javier Llanos	1963	Chief Information Officer
Katherine Arones	1971	Tax Affairs Manager
Raúl Miyashiro	1970	Chief Accounting Officer
Tomás Pardina Dionisi	1971	General Counsel
Glen O'Brien	1967	Corporate Treasurer
Alvaro Becerra	1972	Corporate Financial Planning Manager
Pedro Aliaga	1976	Corporate Financial Analysis Manager

Carlos Enrique Añaños Jerí: Mr. Añaños is currently a member of the Board of Directors in charge of Asia and Administration and Finance Operations. He has been a member of the Board of Directors since 1988. He holds a degree in business administration from Universidad de Piura (Peru), and he graduated from the advanced management program at IESE (Venezuela). Since 1989 he has served in several management positions in our company, specifically in the finance and administration departments. Mr. Añaños is the brother of Mr. Ángel Eduardo Añaños Jerí, Mr. Arturo Fernando Añaños Jerí and Mr. Álvaro Nivardo Añaños Jerí.

Gonzalo Begazo: Mr. Begazo is currently the Executive Vice-President of Finance and Administration. He joined our company in 2011, and he holds a master's degree in Business Administration from Cornell University (United States), a diploma in top management from Tecnologico de Monterrey (Mexico), an accounting degree from Universidad del Pacifico (Peru) and a business administration degree from Universidad del Pacifico (Peru). He has 18 years of relevant work experience. Previously he was a Finance Director at

Google Inc. He also worked for Microsoft, Goldman Sachs, IBM and Digeo, a company of Paul Allen, the co-founder of Microsoft. He was included in the 2010 and 2011 lists of the 100 most influential Hispanics in technology in the United States released by HITEC and the top 100 most influential Hispanics in Hispanic Magazine's Technology Engineering in 2011. Mr. Begazo is Executive Director of Fundacion Chile and Chile Global Angels, and he is a mentor of Wayra Peru. He is a member of the Patronato de la Universidad del Pacifico and the Advisory Committee of the technology career at ESAN University.

Rodrigo Montealegre: Mr. Montealegre is our Human Resources Director. He has a degree in psychology from Javeriana University (Colombia). Mr. Montealegre has 20 years of experience in the human resource departments of various companies including Mercer, Panamco, Makro, Varta, Glaxo Laboratories and West Bank. He has received a training and evaluation certification by the Development Dimension International (Monterrey Mexico) and PDA INCAE (Costa Rica). He was a Regional Director at Mercer, and he acted as a consultant for companies such as Nestle, Coca Cola, Alpina, Italcol, Bancafe, Pfizer, Bolivar Insurance, Banco de Occidente and Fritolay.

Jorge López Dóriga: Mr. Dóriga is our Marketing Director. He joined our company in 1998 and holds a masters' degree in business administration from Thunderbird University in Phoenix (United States). Mr. Dóriga has 25 years of work experience in leading companies in the world. He worked for over 7 years for the Walt Disney Company as Director of Marketing. He then joined the Sony Company as the Vice President of Marketing Latam. Mr. Lopez Doriga studied at the American University of Paris and Georgia State University, and he has a bachelor's degree in business administration.

Fernando Salazar: Mr. Salazar is our Sales and Distribution Director. He joined our company in 2011, and he has a masters' degree in business administration from the University of Piura (Peru). Mr. Salazar has 22 years of experience in the area of marketing and business. He has worked for major multinational companies that specialize in the marketing of consumer products, telecommunications and financial services.

José Ramón Romero: Mr. Romero is our Corporate Controller. He joined our company in 2011 and holds a degree in Business Administration from New York University and a masters' degree in business administration from Pace University (United States). Mr. Romero has 21 years of experience working in the areas of banking, asset management and finance, having worked at companies such as Citibank, Mabe and Grupo Tampico.

James Bujouves: Mr. Bujouves is our Chief Financial Officer for our Asia Pacific operations. He joined our company in 2011 and is a chartered accountant and senior financial executive with extensive experience in the Canadian and U.S capital markets that cater to emerging companies. He has lead projects, both as principal and as advisor, in the areas of private placements, share exchanges, re-capitalization and corporate re-organizations.

Javier Llanos: Mr. Llanos is currently the Corporate Information Officer. He joined our company in 2006, and he holds a degree in Financial Management as well as in Computer Systems from the British Columbia Institue of Technology (Canada) and a law degree from Universidad de Lima (Peru). Mr. Llanos has 20 years of relevant work experience in areas of software development, business intelligence and technology infrastructure planning, development, maintenance, financial management, supply chain planning and scheduling, and customer relationship management in the telecommunications, pharmaceutical, insurance and fast moving consumer goods industry.

Katherine Arones: Mrs. Arones is the head of corporate taxes. She has been working with our company since 2009. She holds a masters' degree in Business Administration from university of ESAN (Peru) and a masters' degree in Taxation from Sturm College of Law (University of Denver). Mrs. Arones has 18 years of relevant experience with the last 10 years dealing exclusively with international tax matters.

Raúl Miyashiro: Mr. Miyashiro is currently the Chief Accounting Officer. He joined our company in 2011, and he is a CPA graduated from Universidad de Lima (Peru). He also holds a diploma in taxation and MBA studies from Universidad de Lima (Peru). Mr. Miyashiro has 20 years of relevant work experience in areas of audit, financial, cost and tax accounting and control. He has worked at multinational companies in the metals and mining industries, as well as at advisory firms.

Tomás Pardina Dionisi: Mr. Pardina is currently our General Counsel. He joined our company in 2008 and he holds a Master Degree in International Taxation from Instituto Garrigues (Spain), LL.M in International Law from Georgetown University Law Center (Washington, DC), where he graduated with honors and received the Dean's Certificate for outstanding services to the University. He has 18 years of relevant experience having worked at leading law firms in Spain, Argentina and Washington, DC.

Glen O'Brien: Mr. O'Brien is currently our Corporate Treasurer. He joined our company in 2002 and has served as the Corporate Treasurer since 2007. He holds an economics degree from Universidad Católica Santa María (Peru) and a masters degree in finance from Universidad del Pacífico (Peru). Mr. O'Brien has 21 years experience in the areas of banking, taxes (transfer pricing), treasury, financial planning and analysis, syndicated loans and structured debt.

Alvaro Becerra: Mr. Becerra is currently the Corporate Financial Planning Manager. He joined our company in 2008, and he holds a master´s degree in Business Administration from the Red McCombs School of Business (University of Texas at Austin) and a business degree from Universidad del Pacifico (Peru). Mr. Becerra has 16 years of relevant work experience in areas of investments, treasury, financial planning and analysis, accounting, taxes and strategy, in the banking, insurance and consumer goods industry.

Pedro Aliaga: Mr. Aliaga is our Corporate Financial Analysis Manager. He joined our company in 2007, and he has received a degree in economics from the Universidad de Lima (Peru) and a masters in business administration from IPADE Business School (Mexico). Mr. Aliaga has 10 years of experience in commercial banking in the areas of Capital Markets, Planning and Financial Control. He has participated in structuring debt and equity issuances in the Peruvian and global market and has developed multiples information systems and financial control platforms.

Shares Owned by the Members of Our Board of Directors and Board of Executive Officers

As of December 31, 2011, no member of the Board of Directors or Executive Committee directly owned any of our ordinary shares. Our company is, however, ultimately controlled by the members of the Board of Directors, Mr. Ángel Eduardo Añaños Jerí, Mr. Arturo Fernando Añaños Jerí and Mr. Álvaro Nivardo Añaños Jerí, and their brother, Mr. Carlos Enrique Añaños Jerí, our Co-Founder and Finance Director. For additional information, see "Principal Shareholders."

Compensation

For the years ended December 31, 2011, 2010 and 2009, the aggregate compensation, including cash and benefits-in-kind, paid to members of our Board of Directors was approximately €0.7 million, €0.9 million and €1.0 million, respectively, and aggregate compensation for our Executive Officers was approximately €3.4 million, €3.3 million and €1.6 million, respectively.

Ajecorp B.V.

The management board of the Issuer is responsible for managing the company, creating rules, adopting resolutions and determining other duties of management. The business address of the Board of Directors is Herengracht 518 H, 1017CC Amsterdam, The Netherlands. According to our by-laws, our management board consists of one or more members A and one or more members B. The current management board members are Jelle Jonkers and Rafael Benavides Alvizur. Mr. Jonkers was appointed as a board member in April 2012, and Mr. Benavides was appointed in May 2012. The Issuer does not have any further management.

RELATED PARTY TRANSACTIONS

In the ordinary course of business, we engage in a variety of transactions with related parties, including our shareholders and other companies that are owned or controlled, directly or indirectly, by the Añaños family. Any transactions with related parties have been made consistent with normal business operations using terms and conditions available in the market and are in accordance with the applicable legal standards.

The following is a description of all material transactions between us and related parties in the years ended December 31, 2011, 2010 and 2009. See notes 31, 30 and 31 to our Audited Consolidated Financial Statements as of and for the years ended December 31, 2011, 2010 and 2009, respectively.

Purchase of Goods and Services

The table below provides information concerning the purchase of goods and services from related parties for the years ended December 31, 2011, 2010, and 2009:

	As of December 31,		
	2011	**2010**	**2009**
		(*€ thousand*)	
Other purchase transactions:			
Acquisition of non-controlling interests	7,992	38,971	–
Acquisition of rights to use intangible assets	–	6,488	–
Total	**7,992**	**45,459**	–
Services received or royalties paid:			
Messrs. Añaños	5,183	4,385	1,565
Other companies controlled by Messrs. Añaños(1)	608	6,488	-
Total	**5,791**	**10,873**	1,565
Income:			
Services provided or royalties charged	2,098	1,214	-
Sale of goods	3,695	–	-
Accrued interest	45	–	-
Total	**5,838**	1,214	-

(1) Refers to Messrs. Ángel Añaños, Arturo Añaños, Álvaro Añaños and Carlos Añaños.

In 2011, we acquired 65.50% of the share capital of Ajecen del Sur S.A. from our Directors, Mr. Ángel Eduardo Añaños Jerí, Mr. Arturo Fernando Añaños Jerí and Mr. Álvaro Nivardo Añaños Jerí, and their brother, Mr. Carlos Enrique Añaños Jerí, our Co-Founder and Finance Director, for approximately €8.0 million. We already owned 34.50% of the share capital of Ajecen del Sur S.A. prior to such acquisition.

In 2010, we acquired 9.42% of the share capital of Acava Limited, a company that holds the majority of our intellectual property, for approximately €39.0 million from Badto B.V., a company controlled by Messrs. Ángel Añaños, Arturo Añaños, Álvaro Añaños and Carlos Añaños. We already owned 90.57% of the share capital of Acava Limited prior to such acquisition.

In 2010, we entered into agreements with Galstaff B.V., Duinsand B.V., Aje Netherlands, B.V., Rozeboom Beheer B.V. and Pellenaer, B.V., all of which are controlled by Messrs. Ángel Añaños, Arturo Añaños, Álvaro Añaños and Carlos Añaños or their relatives, for the acquisition, for a purchase price of approximately €6.5 million, of utilization rights for intangible assets used in the preparation, production and marketing of our products in Colombia.

For additional information regarding the salaries and other remuneration we pay our senior management and Directors, see "Management — Compensation." For additional information regarding the royalties we pay the Añaños family, see "Business — Intellectual Property."

Balances Due

The table below provides information concerning balances due from and to related parties as of December 31, 2011, 2010, and 2009:

	As of December 31,		
	2011	2010	2009
		(€ thousand)	
Accounts receivable from related parties:			
Messrs. Añaños[1]	6,052	8,076	4,202
Relatives of Messrs. Añaños	381	220	1,086
Companies controlled by Messrs. Añaños	14,699	2,197	2,446
Total	21,132	**10,493**	**7,734**
Accounts payable to related parties:			
Messrs. Añaños	11,856	4,964	7,890
Relatives of Messrs. Añaños	348	-	-
Companies controlled by Messrs. Añaños	47,372	47,244	6,822
Total	**59,576**	**52,208**	**14,712**

(1) Refers to Messrs. Ángel Añaños, Arturo Añaños, Álvaro Añaños and Carlos Añaños.

As of December 31, 2011, there were balances receivable from Messrs. Ángel Añaños, Arturo Añaños, Álvaro Añaños and Carlos Añaños and their relatives amounting to €6.4 million in respect of loans granted, which accrue no interest and have no specific maturity.

As of December 31, 2011, balances receivable from companies controlled by Messrs. Ángel Añaños, Arturo Añaños, Álvaro Añaños and Carlos Añaños were comprised mainly of:

- A loan to Aje Netherlands Cooperatief, U. A. (one of Atic's shareholders) for approximately €3.9 million maturing in 2012, which generates interest at 5.31%.

- Advances and receivables for sale of goods or services provided, which do not accrue interest and are repayable in the short term.

As of December 31, 2011, balances payable to Messrs. Ángel Añaños, Arturo Añaños, Álvaro Añaños and Carlos Añaños were comprised mainly of:

- An approximately €8.0 million payable due for the purchase of the shares in Ajecen del Sur S.A. described above, which accrues no interest and matures in the short term.

- Other accounts payable for the services of Directors or royalties charged, which are due and payable in the short term and do not accrue interest.

As of December 31, 2011, balances payable to companies controlled by Messrs. Ángel Añaños, Arturo Añaños, Álvaro Añaños and Carlos Añaños were comprised mainly of:

- An approximately €39.0 million payable due to Badto B.V. that arose in connection with the acquisition of the 9.42% interest in Acava Limited described above. This balance was due and payable from the date of the acquisition, does not pay interest and can be converted into shares of our subsidiary, Aeonia Ltd. (the acquiror of such minority interest). We intend to use a portion of the net proceeds of this offering to repay this balance and, immediately following such repayment, the Añaños family intends to make an additional contribution to the capital of our company without the issuance of shares in an amount equal to such balance.

- An approximately €5.5 million payable due to Galstaff B.V., Duinsand B.V., Ajenetherlands, B.V., Rozeboom Beheer B.V. and Pellenaer, B.V. that arose in connection with the acquisition of the utilization rights for intangible assets described above, which matures in the short term.

- Short term debt for advances made by other related companies, amounting to approximately €2.9 million, which do not accrue interest.

PRINCIPAL SHAREHOLDERS

As of December 31, 2011, the aggregate amount of our issued and outstanding share capital was 9,866,482 ordinary shares with a par value of €1.00 per share, all of which was fully subscribed and paid in.

Principal Shareholders

The following table sets forth the principal holders of our ordinary shares and their respective shareholdings as of December 31, 2011:

Shareholders	Ordinary shares	%
Duinsand, B.V.	2,219,958	22.5%
Rozenboom Beheer, B.V.	2,219,958	22.5%
Pellenaer, B.V.	2,219,958	22.5%
Galstaff, B.V	2,219,958	22.5%
Aje Netherlands Cooperatief, U.A.	986,650	10.0%
Total	9,866,482	100.0%

Our company is ultimately controlled by Mr. Ángel Eduardo Añaños Jerí, Mr. Arturo Fernando Añaños Jerí, Mr. Álvaro Nivardo Añaños Jerí and Mr. Carlos Enrique Añaños Jerí.

Payments of Dividends to Shareholders

We have not historically paid dividends to shareholders. Any future dividends that are distributed will be subject to the limitations and restrictions of the Companies Act 2010 in Spain.

DESCRIPTION OF THE NOTES

Ajecorp B.V. (the "*Issuer*"), a Netherlands private company with limited (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under Dutch law, will issue the Notes under an indenture, to be dated the Issue Date (the "*Indenture*"), among the Issuer, Grupo Embotellador Atic S.L., a Spanish limited liability company (*sociedad limitada*), incorporated under Spanish law (the "*Parent*"), the Subsidiary Guarantors and The Bank of New York Mellon, as trustee (the "*Trustee*"). The Indenture is not required to be qualified nor will it be qualified under the Trust Indenture Act of the United States. We summarize below certain provisions of the Indenture, but do not restate the Indenture in its entirety. We urge you to read the Indenture because it, and not this description, defines your rights. You may obtain a copy of the Indenture in the manner described under "Available Information" in these listing particulars, and, for so long as the notes are listed on the Irish Stock Exchange for trading on the Global Exchange Market, at the office of the paying agent.

Following the completion of the Reorganization (including the Conversion), the Parent will execute a supplemental indenture to the Indenture providing for its Note Guarantee. Until such time as the Parent provides a Note Guarantee following completion of the Reorganization and Conversion, the Indenture will limit the amount of Indebtedness that the Parent may incur to U.S.$1.0 million and the Parent further will not (i) consensually secure any of its Indebtedness or (ii) make any Restricted Payments unless such payments are Permitted Investments under the Indenture.

You can find the definition of capitalized terms used in this section of these listing particulars under "—Certain Definitions." In this section, when we refer to:

- the "Issuer," we mean Ajecorp B.V. only and not its Subsidiaries, if any;
- the "Parent," we mean Grupo Embotellador Atic S.L. only, and not its Subsidiaries, in its then current capacity under the Indenture; and
- the "Notes" in this section, we mean the notes offered pursuant to these listing particulars and, unless the context otherwise requires, any Additional Notes, as described below in "—General."

General

The Notes will:

- be senior unsecured obligations of the Issuer;
- rank equal in right of payment with all other existing and future senior unsecured indebtedness of the Issuer;
- rank senior in right of payment to all existing and future subordinated indebtedness of the Issuer, if any;
- be effectively subordinated to all existing and future secured indebtedness of the Issuer to the extent of the value of the assets securing such indebtedness;
- be guaranteed initially by each Subsidiary Guarantor with such guarantee ranking equal in right of payment with all other existing and future senior unsecured indebtedness of such Subsidiary Guarantor; and
- will not provide holders with any direct claims on the assets of any non-Guarantors (including the Parent until it provides a Note Guarantee following the Reorganization and Conversion) unless or until such entity becomes a Guarantor.

The Note Guarantees will:

- be senior unsecured obligations of such Guarantor;
- rank equal in right of payment with all other existing and future senior unsecured indebtedness of such Guarantor;
- rank senior in right of payment to all existing and future subordinated indebtedness of such Guarantor, if any;
- be effectively subordinated to all existing and future secured indebtedness of such Guarantor to the extent of the value of the assets securing such indebtedness;
- be structurally subordinate to all existing and future Indebtedness of any Non-Guarantor Restricted Subsidiary; and
- will not provide holders with any direct claims on the assets of any non-Guarantors (including the Parent until it provides a Note Guarantee following the Reorganization and Conversion) unless or until such entity becomes a Guarantor.

As of December 31, 2011, we had consolidated total indebtedness of U.S.$312.0 million. As of the same date, after giving effect to the issuance and sale of the Notes and the application of the net proceeds from this offering as described under ‘‘Use of Proceeds” in these listing particulars and the repayment of approximately U.S.$91.0 million of certain other indebtedness, we would have had consolidated total indebtedness of U.S.$359.9 million. Of this amount, U.S.$15.4 million would have been secured by collateral and none would have been obligations of Non-Guarantor Restricted Subsidiaries.

The Issuer will initially issue U.S.$300.0 million aggregate principal amount of Notes, but may, subject to the limitations set forth under "—Covenants—Limitation on Incurrence of Additional Indebtedness," issue an unlimited principal amount of securities under the Indenture. The Issuer may, without your consent, issue additional Notes ("*Additional Notes*") issued in one or more transactions, which have substantially identical terms (other than issue price, issue date and date from which the interest will accrue) as Notes issued on the Issue Date. Any Additional Notes will be consolidated and form a single class with the Notes issued on the Issue Date, so that, among other things, Holders of any Additional Notes will have the right to vote together with Holders of Notes issued on the Issue Date as one class; provided that unless such Additional Notes are issued under a separate CUSIP number, such Additional Notes must be fungible with the Notes for U.S. federal income tax purposes.

The Notes will be issued in the form of one or more global Notes without coupons, registered in the name of a nominee of The Depository Trust Company ("DTC"), as depositary. The Notes will be issued in minimum denominations of U.S.$150,000 and integral multiples of U.S.$1,000 in excess thereof. See "Book-Entry, Delivery and Form" in these listing particulars.

Listing

We will apply to list the Notes on the Official List of the Irish Stock Exchange and to trade the Notes on the Global Exchange Market in accordance with its rules.

Principal, Maturity and Interest

The Notes will mature on May 14, 2022, unless earlier redeemed in accordance with the terms of the Notes. See "—Optional Redemption" below.

The Notes will not be entitled to the benefit of any mandatory sinking fund.

Interest on the Notes will accrue at the rate of 6.50% per year and will be payable semi-annually in arrears on May 14 and November 14 of each year, commencing on November 14, 2012. Payments will be made to the persons who are registered Holders at the close of business on the May 1 and November 1, as the case may be, immediately preceding the applicable interest payment date (whether or not a Business Day).

Interest on the Notes will accrue from the most recent date to which interest has been paid or, if no interest has been paid, from and including the Issue Date. Interest will be computed on the basis of a 360-day year comprised of twelve 30-day months.

Initially, the Trustee will act as registrar, transfer agent and paying agent for the Notes. The Issuer may change the registrar, transfer agent and paying agent, without notice to Holders. If a Holder of Notes in an aggregate principal amount of at least U.S.$10,000,000 has given wire transfer instructions to the Issuer, the Issuer will make all principal, premium, if any, and interest payments in respect of those Notes in accordance with those instructions. All other payments on the Notes will be made at the office or agency of the paying agent in New York City unless the Issuer elects to make interest payments by check mailed to the registered Holders at their registered addresses. Payments to Holders of global Notes will be made to the relevant depositary in accordance with its applicable procedures.

As long as the Notes are listed on the Official List of the Irish Stock Exchange for trading on the Global Exchange Market and the rules of the exchange so require, the Issuer will also maintain a paying agent in Ireland.

Guarantees

The obligations of the Issuer under the Indenture and the Notes will be fully and unconditionally guaranteed (each a "*Note Guarantee*"), jointly and severally, by (i) the Parent following the Reorganization and Conversion, provided that it is a Guarantor in accordance with applicable law, (ii) each Subsidiary Guarantor existing on the Issue Date and (iii) each future Restricted Subsidiary of the Parent meeting the qualifications of a Subsidiary Guarantor as set forth in such definition.

If the Parent or any of its Restricted Subsidiaries acquires or creates a Restricted Subsidiary (other than a Non-Guarantor Restricted Subsidiary) after the date of the Indenture,

- that new Restricted Subsidiary must execute and deliver to the Trustee a supplemental indenture to the Indenture, pursuant to which it provides a Subsidiary Guarantee; and

- such Subsidiary Guarantee will (i) rank equal in right of payment with all other existing and future senior unsecured indebtedness of that new Restricted Subsidiary, if any; and (ii) rank senior in right of payment to all existing and future subordinated indebtedness of that new Restricted Subsidiary, if any.

Each Subsidiary Guarantee will be limited to the maximum amount that would not render the Subsidiary Guarantors' obligations subject to avoidance under applicable fraudulent conveyance provisions of applicable law. By virtue of this limitation, a Subsidiary Guarantor's obligation under its Subsidiary Guarantee could be significantly less than amounts payable with respect to the Notes, or a Subsidiary Guarantor may have effectively no obligation under its Subsidiary Guarantee. See "Risk Factors—Risks Related to the Notes—It is possible that the Guarantees of our subsidiaries may not be enforceable in the event of insolvency or bankruptcy."

The Subsidiary Guarantee of a Subsidiary Guarantor will terminate upon:

- a sale or other disposition (including by way of consolidation or merger) of the Subsidiary Guarantor or the sale or disposition of all or substantially all the assets of the Subsidiary Guarantor (other than to the Parent or a Restricted Subsidiary) otherwise permitted by the Indenture;

- the designation in accordance with the Indenture of the Subsidiary Guarantor as an Unrestricted Subsidiary or the Subsidiary Guarantor otherwise ceases to be a Restricted Subsidiary in accordance with the Indenture; or

- defeasance or discharge of the Notes, as provided in "—Legal Defeasance and Covenant Defeasance" and "—Satisfaction and Discharge."

As of the Issue Date, the Parent will not be a Guarantor. All of the Parent's Restricted Subsidiaries other than Ajethai Co. Ltd., Ayacucho Preforms Co. Ltd., Kola Real Trading, Co. Ltd. and Justpoint Investments S.L. will be Subsidiary Guarantors. Several immaterial entities that we consolidate in our Audited Consolidated Financial Statements will not provide Guarantees. The Parent may acquire or create Restricted Subsidiaries that cannot guarantee the Notes if at the time of such acquisition or creation (i) any such Non-Guarantor Restricted Subsidiary individually does not comprise more than 1.0% of the Parent's Consolidated Assets and all such Non-Guarantor Restricted Subsidiaries pursuant to this clause (i) collectively do not comprise more than 10.0% of the Parent's Consolidated Assets or (ii) if such guarantee would otherwise conflict with local law. Until such time as the Parent Guarantees the Notes, the Parent will not be permitted to incur Indebtedness in excess of U.S.$1.0 million, and until such time as any Non-Guarantor Restricted Subsidiary Guarantees the Notes, the Non-Guarantor Restricted Subsidiary will not be permitted to Incur Indebtedness in excess of $1.0 million individually or $5.0 million collectively (when taken together with all other Indebtedness by the Parent (so long as the Parent has not Guaranteed the Notes) and the Non-Guarantor Restricted Subsidiaries) pursuant to clause (1) or clause (2)(k) of the "– Limitation on Incurrence of Additional Indebtedness" covenant. Until such time as the Parent Guarantees the Notes, it shall not make and shall not permit any Restricted Subsidiary to make any Restricted Payments unless such payments are Permitted Investments under the Indenture.

Additional Amounts

All payments made under or with respect to the Notes or any Note Guarantee will be made free and clear of and without withholding or deduction for or on account of any present or future taxes, duties, levies, imposts, assessments or other government charges and any interest, penalties or other liabilities with respect thereto ("*Taxes*"), unless the withholding or deduction of such Taxes is required by law or agreement with a taxing authority. If any withholding or deduction for or on account of Taxes is required by Netherlands, Spain or any jurisdiction where the Issuer or any Guarantor is incorporated, resident or engaged in business for tax purposes or from or through which any payment in respect of the Notes or any Note Guarantee is made, or any political subdivision or taxing authority thereof or therein (each, a "*Relevant Jurisdiction*"), the Issuer, the Guarantors, and any successors thereto (each, a "*Payor*"), will pay to Holders of the Notes such additional amounts ("*Additional Amounts*") as may be necessary so that every net payment of interest (including any premium paid upon redemption of the Notes and any discount deemed interest under Netherlands or Spanish law) or principal to the Holders will not be less than the amount provided for in the Notes. By net payment, we mean the amount that any Payor or our paying agent pays any Holder after the Payor deducts or withholds an amount for or on account of any Taxes imposed with respect to that payment (including any withholding or deduction attributable to Additional Amounts) by the Relevant Jurisdiction.

The Issuer and the Guarantors, will not be required to pay Additional Amounts to any Holder for or on account of any of the following:

- any Taxes imposed solely because at any time there is or was a connection between the Holder and the Relevant Jurisdiction (other than the mere receipt of a payment on, ownership or holding of, or enforcement of rights under a Note or Note Guarantee);

- any estate, inheritance, gift or similar tax, assessment or other governmental charge imposed with respect to the Notes;

- any Taxes imposed solely because the Holder or beneficial owner fails to comply with any certification, identification or other reporting requirement concerning the nationality, residence, identity or connection with the Relevant Jurisdiction, for tax purposes, of the Holder or any beneficial owner of the Note if compliance is required by law, regulation or by an applicable income tax treaty to which the relevant jurisdiction is a party, as a precondition to exemption from, or reduction in the rate of, the Tax and the Issuer has given the Holders at least 60 days' notice that Holders will be required to provide such information and identification;

- any Tax payable otherwise than by deduction or withholding from payments on the Notes;

- any Taxes imposed with respect to a Note presented for payment more than 30 days after the date on which the payment became due and payable or the date on which payment thereof is duly provided for and notice thereof given to Holders, whichever occurs later, except to the extent that the Holder of such Note would have been entitled to such Additional Amounts on presenting such Note for payment on the last day of such 30-day period;

- any withholding or deduction in respect of any Taxes where such withholding or deduction is imposed on a payment to an individual and is required to be made pursuant to the European Council Directive 2003/48/EC or any Directive otherwise implementing the conclusions of the ECOFIN Council meetings of November 26 and 27, 2000 or any law implementing or complying with, or introduced in order to conform to, any such Directive; and

- any payment on the Note to a Holder that is a fiduciary or partnership or a person other than the sole beneficial owner of any such payment, to the extent that a beneficiary or settlor with respect to such fiduciary, a member of such a partnership or the beneficial owner of the payment would not have been entitled to the Additional Amounts had the beneficiary, settlor, member or beneficial owner been the Holder of the Note.

In addition, the Issuer and the Guarantors will pay for any present or future stamp, issue, registration, transfer, documentation, court, excise, property or other similar Taxes imposed or levied by any Relevant Jurisdiction in respect of the execution, issue, delivery, registration, enforcement, redemption or retirement of, or the receipt of any payment under or with respect to, the Notes or the Note Guarantees, or any other document or instrument referred to thereunder.

At least 30 calendar days prior to each date on which any payment under or with respect to the Notes or the Note Guarantees is due and payable, if the Issuer or a Guarantor will be obliged to pay Additional Amounts with respect to such payment (unless such obligation to pay Additional Amounts arises after the 30th day prior to the date on which payment under or with respect to the Notes or the Note Guarantees is due and payable, in which case delivery of the Officers' Certificate described below shall be made promptly thereafter), the Issuer or the relevant Guarantor will deliver to the Trustee an Officers' Certificate stating that such Additional Amounts will be payable and the amounts so payable on the payment date. The Officers' Certificate must also set forth any other information reasonably necessary to enable the paying agent to pay Additional Amounts on the relevant payment date. The Trustee shall be entitled to rely solely on such Officers' Certificate as conclusive proof that such payments are necessary.

The Issuer or the relevant Guarantor will make or cause to be made such withholding or deduction of Taxes as required by applicable law, and remit the full amount of any Taxes so deducted or withheld to the relevant taxing authority in accordance with all applicable laws. The Issuer will provide the Trustee with and, upon request, make available to the Holders, within 30 days after the date on which the payment of any Taxes so deducted or withheld is due pursuant to applicable law, certified copies of tax receipts evidencing such payment by the Issuer or relevant Guarantor or if, notwithstanding the Issuer's or relevant Guarantor's reasonable efforts to obtain such receipts, the same are not obtainable, other evidence of such payment reasonably satisfactory to the Trustee. The Issuer will make copies of such documentation available to the Holders of the Notes or the relevant paying agent upon request.

Any reference in these listing particulars, the Indenture or the Notes to principal, premium, interest or any other amount payable in respect of the Notes by us will be deemed also to refer to any Additional Amounts that may be payable with respect to that amount under the obligations referred to in this section.

In the event of any merger or other transaction described and permitted under "—Limitation on Merger, Consolidation and Sale of Assets," then all references to the Netherlands, Spain, Netherlands Law or regulations, Spanish law or regulations, Netherlands political subdivisions or taxing authorities and Spanish political subdivisions or taxing authorities under this "Additional Amounts" section and under "—Optional Redemption—

Optional Redemption Upon Tax Event" will be deemed to also include the jurisdiction of incorporation or tax residence of the Surviving Entity, if different from the Netherlands, Spain, and any political subdivision therein or thereof, law or regulations, and any taxing authority of other jurisdiction or any political subdivision therein or thereof, respectively.

The foregoing provisions will survive any termination, defeasance or discharge of the Indenture (and any transfer of a Holder or beneficial owner of its Notes).

Optional Redemption

Optional Redemption with a Make-Whole Premium

At any time prior to May 14, 2017, the Issuer will have the right, at its option, to redeem any of the Notes, in whole or in part, at any time and from time to time at a redemption price equal to the greater of (1) 100% of the principal amount of such Notes and (2) the present value to be calculated by an Independent Investment Banker at such redemption date of (i) the redemption price of such Notes at May 14, 2017 (such redemption price being set forth in the table below under "—Optional Redemption Without a Make-Whole Premium") plus (ii) all required interest payments thereon through May 14, 2017 on such Notes (excluding accrued but unpaid interest to the redemption date), in each case, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 50 basis points, plus in each case any accrued and unpaid interest on the principal amount of such Notes to, but excluding, the date of redemption.

"*Treasury Rate*" means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity or interpolated yield (on a day count basis) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

"*Comparable Treasury Issue*" means the United States Treasury security or securities selected by an Independent Investment Banker as having an actual or interpolated maturity that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of a maturity of May 14, 2017.

"*Independent Investment Banker*" means one of the Reference Treasury Dealers appointed by the Company.

"*Comparable Treasury Price*" means, with respect to any redemption date, (A) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (B) if the Independent Investment Banker obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations.

"*Reference Treasury Dealer Quotations*" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker by such Reference Treasury Dealer at 3:30 p.m. New York time on the third business day preceding such redemption date.

"*Reference Treasury Dealer*" means each of Merrill Lynch, Pierce, Fenner & Smith Incorporated and Jefferies & Company, Inc. or their affiliates which are primary U.S. Government securities dealers, and their respective successors and three other primary U.S. Government securities dealers selected by the Company; provided, however, that if any of the foregoing or their affiliates shall cease to be a primary U.S. Government securities dealer in The City of New York (a "Primary Treasury Dealer"), the Company shall substitute therefor another Primary Treasury Dealer.

Optional Redemption Without a Make-Whole Premium

Starting on May 14, 2017, the Issuer may, at its option, redeem all or part of the Notes, at the redemption prices, expressed as percentages of principal amount, set forth below, plus accrued and unpaid interest thereon, if any, to the applicable redemption date, if redeemed during the 12 month period beginning on May 14 of the years indicated below:

Year	Percentage
2017	103.25%
2018	102.167%
2019	101.083%
2020 and after	100%

Optional Redemption with Proceeds of Equity Offerings

At any time prior to May 14, 2015, the Issuer may, at its option, on one or more occasions, redeem up to 35.0% of the aggregate principal amount of Notes (including any Additional Notes) at a redemption price of 106.50% of the principal amount thereof, plus accrued and unpaid interest to the redemption date, with the net cash proceeds of one or more Equity Offerings by the Issuer, to the extent the net cash proceeds therefore are contributed to the common equity capital of the Issuer or used to purchase Capital Stock (other than Disqualified Capital Stock) of the Issuer; provided that:

(1) Notes in an aggregate principal amount equal to at least 65.0% of the aggregate principal amount of Notes issued on the first Issue Date remain outstanding immediately after the occurrence of such redemption (excluding any Notes held by the Issuer, the Parent or any of its Subsidiaries); and

(2) the redemption must occur within 90 days of the date of the closing of such Equity Offering.

Optional Redemption Upon Tax Event

If, as a result of any amendment to, or change in, the laws (or any rules or regulations thereunder) of any Relevant Jurisdiction, or any amendment to or change in an official interpretation or application of such laws, rules or regulations, which amendment to or change of such laws, rules or regulations or the official interpretation or application thereof becomes effective on or after the Issue Date, (or on or after the date a successor payor assumes the obligations under the Notes, in the case of a successor with a different Relevant Jurisdiction than the Issuer), the Issuer or Guarantors would be obligated, after taking all reasonable measures to avoid this requirement, to pay any Additional Amounts with respect to the Notes, then, at the Issuer's or such Guarantor's option, all, but not less than all, of the Notes may be redeemed at any time at a redemption price equal to 100% of the outstanding principal amount, plus any accrued and unpaid interest and any Additional Amounts to the redemption date due thereon up to but not including the date of redemption; *provided* that (1) no notice of redemption for tax reasons may be given earlier than 60 days prior to the earliest date on which the Issuer or the Parent would be obligated to pay these Additional Amounts if a payment on the Notes were then due, and (2) at the time such notice of redemption is given such obligation to pay such Additional Amounts remains in effect.

Prior to the delivery of any notice of redemption pursuant to this provision, the Issuer will deliver to the Trustee:

- an Officers' Certificate stating that the Issuer is entitled to effect the redemption and setting forth a statement of facts showing that the conditions precedent to the right to redeem have occurred; and

- an Opinion of Counsel from legal counsel of recognized standing practicing in the applicable jurisdiction to the effect that we have or will become obligated to pay such Additional Amounts as a result of such change or amendment.

This notice, once delivered by us to the Trustee, will be irrevocable.

The Issuer will give notice of any redemption at least 30 but not more than 60 days before the redemption date to the Trustee, which will, in turn, provide notice to Holders of Notes as described in "—Notices" below.

Optional Redemption Procedures

Notice of any redemption will be mailed given, at least 30 but not more than 60 days before the redemption date to Holders of Notes as described in "—Notices" below.

Notes called for redemption will become due on the date fixed for redemption. The Issuer will pay the redemption price for the Notes together with accrued and unpaid interest thereon through the date of redemption. On and after the redemption date, interest will cease to accrue on the Notes as long as the Issuer has deposited with the paying agent funds in satisfaction of the applicable redemption price pursuant to the Indenture. Upon redemption of the Notes by the Issuer, the redeemed Notes will be cancelled.

Change of Control

Upon the occurrence of a Change of Control Triggering Event, each Holder will have the right to require that the Issuer purchase all or a portion (in integral multiples of U.S.$1,000, *provided* that the principal amount of such Holder's Note will not be less than U.S.$150,000 of the Holder's Notes at a purchase price equal to 101% of the principal amount thereof, plus any accrued and unpaid interest thereon through the purchase date (the "*Change of Control Payment*").

Within 30 days following the date upon which the Change of Control Triggering Event occurs, the Issuer must send a notice to each Holder as described in "—Notices" below, with a copy to the Trustee, offering to purchase the Notes as described above (a "*Change of Control Offer*"). The Change of Control Offer will state, among other things, the purchase date, which must be at least 30 but not more than 60 days from the date the notice is given, other than as may be required by law (the "*Change of Control Payment Date*").

On the Change of Control Payment Date, the Issuer will, to the extent lawful:

(1) accept for payment all Notes or portions thereof properly tendered and not withdrawn pursuant to the Change of Control Offer;

(2) deposit with the Paying Agent funds in an amount equal to the Change of Control Payment in respect of all Notes or portions thereof so tendered; and

(3) deliver or cause to be delivered to the Trustee the Notes so accepted together with an Officers' Certificate stating the aggregate principal amount of Notes or portions thereof being purchased by the Issuer.

The Issuer will not be required to make a Change of Control Offer following a Change of Control Triggering Event if (i) a third party makes the Change of Control Offer in the manner, at the times and otherwise in compliance with the requirements set forth in the Indenture applicable to a Change of Control Offer to be made by the Issuer and such third party purchases all Notes validly tendered and not withdrawn under such Change of Control Offer, or (ii) notice of redemption for all outstanding Notes has been given pursuant to the Indenture as described in "—Optional Redemption."

A Change of Control Offer may be made in advance of a Change of Control Triggering Event, and conditioned upon the occurrence of such Change of Control Triggering Event, if a definitive agreement is in place for the Change of Control at the time of making the Change of Control Offer. Notes repurchased by the Issuer pursuant to a Change of Control Offer will be cancelled and cannot be reissued. Notes purchased by a third party pursuant to the preceding paragraph will have the status of Notes issued and outstanding.

If only a portion of a Note is purchased pursuant to a Change of Control Offer, a new Note in a principal amount equal to the portion thereof not purchased will be issued in the name of the Holder thereof upon cancellation of the original Note (or appropriate adjustments to the amount and beneficial interests in a Global Note will be made, as appropriate). Notes (or portions thereof) purchased pursuant to a Change of Control Offer will be cancelled and cannot be reissued.

The Issuer will comply with the requirements of Rule 14e-1 under the Exchange Act and any other applicable securities laws and regulations in connection with the purchase of Notes in connection with a Change of Control Offer. To the extent that the provisions of any applicable securities laws or regulations conflict with the Change of Control provisions of the Indenture, the Issuer will comply with such securities laws and regulations and will not be deemed to have breached its obligations under the Indenture by doing so.

Other existing and future indebtedness of the Issuer may contain prohibitions on the occurrence of events that would constitute a Change of Control Triggering Event or require that Indebtedness be purchased upon a Change of Control Triggering Event. Moreover, the exercise by the Holders of their right to require the Issuer to repurchase the Notes upon a Change of Control Triggering Event may cause a default under such indebtedness even if the Change of Control Triggering Event itself does not.

If a Change of Control Offer occurs, the Parent may not have available funds sufficient to make the Change of Control Payment for all the Notes that might be delivered by Holders seeking to accept the Change of Control Offer. In the event the Issuer is required to purchase outstanding Notes pursuant to a Change of Control Offer, the Issuer expects that it would seek third-party financing to the extent it does not have available funds to meet its purchase obligations and any other obligations in respect of Senior Indebtedness. However, we cannot assure you that the Issuer would be able to obtain necessary financing, and the terms of the Indenture may restrict the ability of the Issuer to obtain such financing.

Holders will not be entitled to require the Issuer to purchase their Notes in the event of a takeover, recapitalization, leveraged buyout or similar transaction which is not a Change of Control Triggering Event.

Covenants in the Indenture restricting the ability of the Parent and its Restricted Subsidiaries to incur additional Indebtedness, to grant Liens on property, to make Restricted Payments and to make Asset Sales may also make more difficult or discourage a takeover of the Parent, whether favored or opposed by the management or its Board of Directors. In addition, restrictions on transactions with Affiliates may, in certain circumstances, make more difficult or discourage any leveraged buyout of the Parent or any of its Subsidiaries. While these restrictions cover a wide variety of arrangements that have traditionally been used to effect highly leveraged transactions, the Indenture may not afford the Holders protection in all circumstances from the adverse aspects of a highly leveraged transaction, reorganization, restructuring, merger, recapitalization or similar transaction.

One of the events that constitutes a Change of Control under the Indenture is the disposition of "all or substantially all" of the Parent's assets under certain circumstances. This term varies based upon the facts and circumstances of the subject transaction and has not been interpreted under New York State law (which is the governing law of the Indenture) to represent a specific quantitative test. As a consequence, in certain circumstances there may be uncertainty in ascertaining whether a particular transaction involved a disposition of "all or substantially all" of the assets of a Person. In the event that Holders elect to require the Issuer to purchase the Notes and the Issuer contests such election, there can be no assurance as to how a court interpreting New York State law would interpret the phrase under certain circumstances.

Suspension of covenants

The Indenture will contain covenants including, among others, those summarized below. Following the first day (the "Suspension Date") that both:

1. the Notes have an Investment Grade Rating from at least two of the Rating Agencies, and

2. no Default has occurred and is continuing under the Indenture,

the Parent and its Restricted Subsidiaries will not be subject to the provisions of the Indenture summarized below under:

(A) "—Limitation on Incurrence of Additional Indebtedness",

(B) "—Limitation on Restricted Payments",

(C) "—Limitation on Asset Sales",

(D) "—Limitation on Designation of Unrestricted Subsidiaries",

(E) "—Limitation on Dividend and Other Payment Restrictions Affecting Restricted Subsidiaries",

(F) clause (b) of the first paragraph under "—Limitation on Merger, Consolidation and Sale of Assets", and

(G) "—Limitation on Transactions with Affiliates",

(collectively, the "*Suspended Covenants*"). In the event that the Parent and its Restricted Subsidiaries are not subject to the Suspended Covenants for any period of time as a result of the foregoing, and on any subsequent date (the "*Reversion Date*") two or more of the Rating Agencies withdraws its Investment Grade Rating or downgrades the rating assigned to the Notes below an Investment Grade Rating, then the Parent and the Restricted Subsidiaries will thereafter again be subject to the Suspended Covenants with respect to future events. The period of time between the Suspension Date and the Reversion Date is referred to in this description as the "*Suspension Period*". Notwithstanding that the Suspended Covenants may be reinstated, no Default will be deemed to have occurred as a result of a failure to comply with the Suspended Covenants during the Suspension Period.

On the Reversion Date, all Indebtedness Incurred during the Suspension Period will be classified to have been properly Incurred pursuant to clause (1) of "—Limitation on Incurrence of Additional Indebtedness." Calculations made after the Reversion Date of the amount available to be made as Restricted Payments under the covenant described under "—Limitation on Restricted Payments" will be made as though such covenant had been in effect since the Issue Date and throughout the Suspension Period. Accordingly, Restricted Payments made during the Suspension Period will reduce the amount available to be made as Restricted Payments under clause (3) of the first paragraph of "—Limitation on Restricted Payments" and the items specified in subclauses (3)(A) through (3)(C) of the first paragraph of such covenant will increase the amount available to be made under clause (3) of the first paragraph thereof. For purposes of determining compliance with the covenant described under "—Limitation on Asset Sales", on the Reversion Date, the Net Cash Proceeds from all Asset Sales not applied in accordance with such covenant will be deemed to be reset to zero.

Covenants

Limitation on Incurrence of Additional Indebtedness

(1) The Parent will not, and will not cause or permit any of its Restricted Subsidiaries to, directly or indirectly, Incur any Indebtedness (including Acquired Indebtedness) except that the Issuer and any Guarantor may Incur Indebtedness if, at the time of and immediately after giving *pro forma* effect to the Incurrence thereof and the application of the net proceeds therefrom, (a) the Parent's Consolidated Fixed Charge Coverage Ratio is greater than or equal to 2.5 to 1.0 and (b) the Parent's Consolidated Leverage Ratio is less than 3.5 to 1.0.

(2) Notwithstanding clause (1) above, the Parent and its Restricted Subsidiaries, as applicable, may, at any time, Incur the following Indebtedness ("*Permitted Indebtedness*"):

(a) Indebtedness in respect of the Notes (excluding Additional Notes) and the Note Guarantees (excluding any Note Guarantees with respect to any Additional Notes);

(b) other Indebtedness of the Parent and its Restricted Subsidiaries outstanding on the Issue Date, other than Indebtedness otherwise specified under any of the other clauses of this definition of Permitted Indebtedness;

(c) Hedging Obligations entered into by the Parent and its Restricted Subsidiaries in the ordinary course of business and for bona fide hedging purposes and not for speculative purposes;

(d) intercompany Indebtedness owing to the Issuer, the Parent or any Subsidiary Guarantor by the Issuer or any Restricted Subsidiary; provided that:

(1) such Indebtedness must be expressly subordinated to the prior payment in full of all obligations under the Notes, the Note Guarantees and the Indenture; and

(2) in the event that at any time any such Indebtedness ceases to be held by the Issuer, the Parent or a Subsidiary Guarantor, such Indebtedness will be deemed to be Incurred by the Issuer, the Parent or the applicable Subsidiary Guarantor, as the case may be, and not permitted by this clause (d) at the time such event occurs;

(e) Indebtedness of the Parent or any of its Restricted Subsidiaries arising from the honoring by a bank or other financial institution of a check, draft or similar instrument (including daylight overdrafts paid in full by the close of business on the day such overdraft was Incurred) drawn against insufficient funds in the ordinary course of business; *provided* that such Indebtedness is extinguished within five Business Days of Incurrence;

(f) Indebtedness of the Parent or any of its Restricted Subsidiaries represented by letters of credit for the account of the Parent or any Restricted Subsidiary, as the case may be, in order to provide security for workers' compensation claims, payment obligations in connection with self insurance or similar requirements in the ordinary course of business;

(g) Indebtedness consisting of performance and other similar bonds and reimbursement obligations Incurred by the Parent or any Restricted Subsidiary in the ordinary course of business securing the performance of contractual, franchise or license obligations of the Parent or any Restricted Subsidiary (in each case, other than for an obligation for borrowed money);

(h) Indebtedness of the Parent or any of its Restricted Subsidiaries to the extent the net proceeds thereof are promptly used to redeem the Notes in full or deposited to defease or discharge the Notes, in each case in accordance with the Indenture;

(i) Refinancing Indebtedness in respect of:

(1) Indebtedness (other than Indebtedness owed to the Issuer or any Guarantor) Incurred pursuant to clause (1) above (it being understood that no Indebtedness outstanding on the Issue Date is Incurred pursuant to such clause (1)); or

(2) Indebtedness Incurred pursuant to clause (a) or (b) above and this clause (i) (other than Indebtedness owed to the Issuer or any Guarantor);

(j) Indebtedness arising from agreements of the Parent or a Restricted Subsidiary providing for indemnification, adjustment of purchase price or similar obligations, in each case, incurred in connection with the disposition of any business, assets or Subsidiary, other than Guarantees of Indebtedness incurred by any Person acquiring all or any portion of such business, assets or Subsidiary for the purpose of financing such acquisition; *provided* that the maximum aggregate liability in respect of all such Indebtedness will at no time exceed the gross proceeds actually received by the Parent and the Restricted Subsidiary in connection with such disposition; and

(k) in addition to Indebtedness referred to in clauses (a) through (j) above, Indebtedness of the Issuer or any Guarantor in an aggregate principal amount not to exceed the greater of (1) U.S.$75.0 million (or the equivalent in other currencies) and (2) 15% of Consolidated Net Tangible Assets, at any one time outstanding.

Notwithstanding the above, the Parent will not be permitted to incur Indebtedness in excess of U.S.$1.0 million until such time as the Parent Guarantees the Notes.

(3) For purposes of determining compliance with, and the outstanding principal amount of, any particular Indebtedness Incurred pursuant to and in compliance with this covenant:

(a) the outstanding principal amount of any item of Indebtedness will be counted only once;

(b) in the event that an item of Indebtedness meets the criteria of more than one of the categories of Permitted Indebtedness described in clauses (a) through (k) above or is entitled to be incurred pursuant to clause (1) above, the Parent may, in its sole discretion, divide and classify (or at any time reclassify) such item of Indebtedness in any manner that complies with this covenant;

(c) Indebtedness permitted by this covenant need not be permitted solely by reference to one provision permitting such Indebtedness, but may be permitted in part by such provision and in part by one or more other provisions of this covenant permitting such Indebtedness;

(d) the amount of Indebtedness issued at a price that is less than the principal amount thereof will be equal to the amount of the liability in respect thereof determined in accordance with GAAP;

(e) Guarantees of, or obligations in respect of letters of credit or similar instruments relating to, Indebtedness which is otherwise included in the determination of a particular amount of Indebtedness will not be included; and

(f) the accrual of interest, the accretion or amortization of original issue discount, the payment of regularly scheduled interest in the form of additional Indebtedness of the same instrument or the payment of regularly scheduled dividends on Disqualified Capital Stock in the form of additional Disqualified Capital Stock with the same terms will not be deemed to be an Incurrence of Indebtedness for purposes of this covenant; *provided* that any such outstanding additional Indebtedness or Disqualified Capital Stock paid in respect of Indebtedness Incurred pursuant to any provision of clause (2) above will be counted as Indebtedness outstanding thereunder for purposes of any future Incurrence under such provision.

(4) For purposes of determining compliance with any U.S. dollar-denominated restriction on the Incurrence of Indebtedness, the U.S. dollar-equivalent principal amount of Indebtedness denominated in a non-U.S. currency will be calculated based on the relevant currency exchange rate in effect on the date such Indebtedness was Incurred or, in the case of revolving credit Indebtedness, first committed; *provided* that if such Indebtedness is Incurred to refinance other

Indebtedness denominated in a non-U.S. currency, and such refinancing would cause the applicable U.S. dollar-denominated restriction to be exceeded if calculated at the relevant currency exchange rate in effect on the date of such refinancing, such U.S. dollar-denominated restriction will be deemed not to have been exceeded so long as the principal amount of such Refinancing Indebtedness does not exceed the principal amount of such Indebtedness being refinanced. The principal amount of any Indebtedness Incurred to refinance other Indebtedness, if Incurred in a different currency from the Indebtedness being refinanced, will be calculated based on the currency exchange rate applicable to the currencies in which such Refinancing Indebtedness is denominated that is in effect on the date of such refinancing.

Limitation on Restricted Payments

The Parent will not, and will not cause or permit any of its Restricted Subsidiaries to, directly or indirectly, take any of the following actions (each, a "*Restricted Payment*"):

(a) declare or pay any dividend or return of capital or make any distribution on or in respect of shares of Capital Stock of the Parent or any Restricted Subsidiary to holders of such Capital Stock, other than:

- dividends or distributions payable in Qualified Capital Stock of the Parent;
- dividends or distributions payable to the Parent and/or a Restricted Subsidiary; or
- dividends, distributions or returns of capital made on a *pro rata* basis to the Parent and its Restricted Subsidiaries, on the one hand, and minority holders of Capital Stock of a Restricted Subsidiary, on the other hand (or on a less than pro rata basis to any minority holder);

(b) purchase, redeem or otherwise acquire or retire for value:

- any Capital Stock of the Parent; or
- any Capital Stock of any Restricted Subsidiary held by an Affiliate of the Parent or any Preferred Stock of a Restricted Subsidiary, except for Capital Stock held by the Parent or a Restricted Subsidiary or purchases, redemptions, acquisitions or retirements for value of Capital Stock on a *pro rata* basis from the Parent and/or any Restricted Subsidiaries, on the one hand, and minority holders of Capital Stock of a Restricted Subsidiary, on the other hand;

(c) make any principal payment on, purchase, defease, redeem, prepay, decrease or otherwise acquire or retire for value, prior to any scheduled final maturity, scheduled repayment or scheduled sinking fund payment, as the case may be, any Subordinated Indebtedness; or

(d) make any Investment (other than Permitted Investments); or).

(e) make any Shareholder Royalty Payments.

if at the time of the Restricted Payment and immediately after giving *pro forma* effect thereto:

(1) a Default or an Event of Default has occurred and is continuing;

(2) the Parent is not able to Incur at least U.S.$1.00 of additional Indebtedness pursuant to paragraph (1) of "—Limitation on Incurrence of Additional Indebtedness;" or

(3) the aggregate amount (the amount expended for these purposes, if other than in cash, being the Fair Market Value of the relevant property) of the proposed Restricted Payment and all other Restricted Payments made subsequent to the Issue Date up to the date thereof, less any Investment Return calculated as of the date thereof, will exceed the sum of:

(A) 50.0% of cumulative Consolidated Net Income of the Parent or, if such cumulative Consolidated Net Income of the Parent is a loss, minus 100% of the loss, accrued during the period, treated as one accounting period, from the beginning of the fiscal quarter in which the Issue Date occurs to the end of the most recent fiscal quarter for which consolidated financial information of the Parent is available; *plus*

(B) 100% of the aggregate net cash proceeds and the Fair Market Value of any assets or property received by the Parent from any Person from any:

- contribution to the Capital Stock of the Parent not representing an interest in Disqualified Capital Stock or issuance and sale of Qualified Capital Stock of the Parent, in each case subsequent to the Issue Date; or

- issuance and sale subsequent to the Issue Date (and, in the case of Indebtedness of a Restricted Subsidiary, at such time as it was a Restricted Subsidiary) of any Indebtedness for borrowed money of the Parent or any Restricted Subsidiary that has been converted into or exchanged for Qualified Capital Stock of the Parent;

excluding, in each case, any net cash proceeds:

(x) received from a Restricted Subsidiary of the Parent;

(y) used to acquire Capital Stock or other assets from an Affiliate of the Parent; or

(z) applied in accordance with clause (2), (3) or (5) of the second paragraph of this covenant below; plus

(C) an amount equal to the sum, for all Unrestricted Subsidiaries, of the following: :

(x) the cash return, and the Fair Market Value of assets or property received, after the Issue Date, on Investments in an Unrestricted Subsidiary made after the Issue Date pursuant to this paragraph as a result of any sale, repayment, redemption, liquidating distribution or other realization (not included in Consolidated Net Income); plus

(y) all distributions or dividends to the Company or a Restricted Subsidiary from Unrestricted Subsidiaries (provided that such distributions or dividends shall be excluded in calculating Consolidated Net Income for purposes of clause 3(A)); *plus*

(z) the portion (proportionate to the Company's equity interest in such Subsidiary) of the Fair Market Value of the assets less liabilities of an Unrestricted Subsidiary at the time such Unrestricted Subsidiary is designated a Restricted Subsidiary.

Notwithstanding the preceding paragraph, this covenant does not prohibit:

(1) the payment of any dividend within 60 days after the date of declaration of such dividend if the dividend would have been permitted on the date of declaration pursuant to the preceding paragraph;

(2) the acquisition of any shares of Capital Stock of the Parent,

(x) in exchange for Qualified Capital Stock of the Parent; or

(y) through the application of the net cash proceeds received by the Parent from a substantially concurrent sale of Qualified Capital Stock of the Parent or a contribution to the equity capital of the Parent not representing an interest in Disqualified Capital Stock, in each case not received from a Subsidiary of the Parent;

provided, that the value of any such Qualified Capital Stock issued in exchange for such acquired Capital Stock and any such net cash proceeds will be excluded from clause (3)(B) of the first paragraph of this covenant (and were not included therein at any time);

(3) the voluntary prepayment, purchase, defeasance, redemption or other acquisition or retirement for value of any Subordinated Indebtedness solely in exchange for, or through the application of net cash proceeds of a substantially concurrent sale, other than to a Restricted Subsidiary, of:

(x) Qualified Capital Stock of the Parent; or

(y) Refinancing Indebtedness for such Subordinated Indebtedness;

provided, that the value of any Qualified Capital Stock issued in exchange for Subordinated Indebtedness and any net cash proceeds referred to above shall be excluded from clause (3)(B) of the first paragraph of this covenant (and were not included therein at any time);

(4) repurchases by the Parent of Capital Stock of the Parent or options, warrants or other securities exercisable or convertible into Capital Stock of the Parent from employees or directors of the Parent or any of its Subsidiaries or their authorized representatives upon the death, disability or termination of employment or directorship of the employees or directors, in an amount not to exceed U.S.$5.0 million (or the equivalent in other currencies) in any calendar year and U.S.$10.0 million (or the equivalent in other currencies) in the aggregate;

(5) any Restricted Payment made out of a substantially concurrent capital contribution to the Parent or out of the net cash proceeds of the substantially concurrent sale of, or made by exchange for, Qualified Capital Stock of the Company;

(6) provided that no Default or Event of Default shall have occurred and be continuing, Shareholder Royalty Payments; *provided further* that Shareholder Royalty Payments shall not, for any fiscal year, exceed the greater of (A) $5.0 million or (B) 10% of the Parent's Consolidated Net Income for the most recently ended fiscal year; and

(7) Restricted Payments not exceeding U.S.$40.0 million in the aggregate.

Notwithstanding the above, until such time as the Parent Guarantees the Notes, it shall not make and shall not permit any Restricted Subsidiary to make any Restricted Payments unless such payments are Permitted Investments.

In determining the aggregate amount of Restricted Payments made subsequent to the Issue Date, amounts expended pursuant to clauses (1) (without duplication for the declaration of the relevant dividend) and (4) above will be included in such calculation and amounts expended pursuant to clauses (2), (3), (5), (6) and (7) above will not be included in such calculation.

The amount of any Restricted Payments not in cash will be the Fair Market Value on the date of such Restricted Payment of the property, assets or securities proposed to be paid, transferred or issued by the Parent or the relevant Restricted Subsidiary, as the case may be, pursuant to such Restricted Payment. For the purposes of this Limitation on Restricted Payments covenant, in the event that a Restricted Payment involves the payment or transfer of property (other than cash) with a Fair Market Value in excess of (a) U.S.$10.0 million (or the equivalent in other currencies), such Fair Market Value will be determined by a majority of the members of the Parent's Board of Directors and evidenced by a Board Resolution; and (b) U.S.$20.0 million (or the equivalent in other currencies), the Parent will, prior to the making thereof, establish such Fair Market Value by means of an opinion of an Independent Financial Advisor and file the same with the Trustee.

Limitation on Asset Sales

The Parent will not, and will not permit any of its Restricted Subsidiaries to, consummate an Asset Sale unless:

(a) the Parent or such Restricted Subsidiary, as the case may be, receives consideration at the time of the Asset Sale at least equal to the Fair Market Value of the assets sold or otherwise disposed of; and

(b) at least 75.0% of the consideration received for the assets sold by the Parent or the Restricted Subsidiary, as the case may be, in the Asset Sale is in the form of (1) cash or Cash Equivalents; (2) assets (other than current assets as determined in accordance with GAAP or Capital Stock) to be used by the Parent or any Restricted Subsidiary in a Permitted Business; (3) Capital Stock in a Person engaged solely in a Permitted Business that will become a Restricted Subsidiary as a result of such Asset Sale or (4) a combination of cash, Cash Equivalents and such assets.

The Parent or such Restricted Subsidiary, as the case may be, may apply the Net Cash Proceeds of any such Asset Sale, within the periods set forth below, to:

(1) repay, prepay or purchase any Senior Indebtedness of the Parent or any Restricted Subsidiaries, in each case for borrowed money or constituting a Capitalized Lease Obligation and permanently reduce the commitments with respect thereto without Refinancing; or

(2) purchase:

(A) assets (other than current assets as determined in accordance with GAAP or Capital Stock) to be used by the Parent or any Restricted Subsidiary in a Permitted Business; or

(B) Capital Stock of a Person primarily engaged in a Permitted Business that will become, upon purchase, a Restricted Subsidiary,

from a Person other than the Parent and its Restricted Subsidiaries.

To the extent all or a portion of the Net Cash Proceeds of any Asset Sale are not within the 365 days of the Asset Sale as described in clause (a) or (b) of the immediately preceding paragraph either applied or committed to be applied within six months pursuant to a binding agreement, the Issuer will make an offer to purchase Notes (the “*Asset Sale Offer*”), at a purchase price equal to 100% of the principal amount of the Notes to be purchased, plus any accrued and unpaid interest thereon, to the purchase date (the “*Asset Sale Offer Amount*”). The Issuer will purchase pursuant to an Asset Sale Offer from all tendering Holders on a pro rata basis, and, at the Issuer’s option, on a pro rata basis with the holders of any other Senior Indebtedness with similar provisions requiring the Issuer to offer to purchase the other Senior Indebtedness with the proceeds of Asset Sales, that principal amount (or accreted value in the case of Indebtedness issued with original issue discount) of Notes and the other Senior Indebtedness to be purchased equal to such unapplied Net Cash Proceeds. The Issuer may satisfy its obligations under this covenant with respect to the Net Cash Proceeds of an Asset Sale by making an Asset Sale Offer prior to the expiration of the relevant period.

The purchase of Notes pursuant to an Asset Sale Offer will occur not less than 20 Business Days following the date of the Asset Sale Offer, or any longer period as may be required by applicable law or regulation, nor more than 45 calendar days following the expiration of the relevant period. The Issuer may, however, defer an Asset Sale Offer until there is an aggregate amount of unapplied Net Cash Proceeds from one or more Asset Sales equal to or in excess of U.S.$25.0 million (or the equivalent in other currencies). At that time, the entire amount of unapplied Net Cash Proceeds, and not just the amount in excess of U.S.$25.0 million (or the equivalent in other currencies), will be applied as required pursuant to this covenant.

Pending application in accordance with this covenant, Net Cash Proceeds will be applied to temporarily reduce revolving credit borrowings that can be reborrowed or Invested in Cash Equivalents meeting the requirements of items (1) through (7) of the definition thereof.

Each notice of an Asset Sale Offer will be given to the record Holders as shown on the register of Holders within 20 calendar days following the expiration of the relevant period, with a copy to the Trustee. Each notice of an Asset Sale Offer will state, among other things, the purchase date, which must be at least 30 and not more than 60 calendar days from the date the notice is given, other than as may be required by law (the "Asset Sale Offer Payment Date"). Upon receiving notice of an Asset Sale Offer, Holders may elect to tender their Notes in whole or in part in integral multiples of U.S.$1,000 in exchange for cash; provided that the residual principal amount of such tendering Holder's Note will not be less than U.S.$150,000.

On the Asset Sale Offer Payment Date, the Issuer will, to the extent lawful:

(1) accept for payment all Notes or portions thereof properly tendered pursuant to the Asset Sale Offer;

(2) deposit with the Paying Agent funds in an amount equal to the Asset Sale Offer Amount in respect of all Notes or portions thereof so tendered; and

(3) deliver or cause to be delivered to the Trustee the Notes so accepted together with an Officers' Certificate stating the aggregate principal amount of Notes or portions thereof being purchased by the Issuer.

To the extent that Holders of Notes and holders of other Senior Indebtedness, if any, which are the subject of an Asset Sale Offer properly tender and do not withdraw Notes or the other Senior Indebtedness in an aggregate amount exceeding the amount of unapplied Net Cash Proceeds, the Issuer will purchase the Notes and the other Senior Indebtedness on a *pro rata* basis (based on amounts tendered). If only a portion of a Note is purchased pursuant to an Asset Sale Offer, a new Note in a principal amount equal to the portion thereof not purchased will be issued in the name of the Holder thereof upon cancellation of the original Note (or appropriate adjustments to the amount and beneficial interests in a Global Note will be made, as appropriate). Notes (or portions thereof) purchased pursuant to an Asset Sale Offer will be cancelled and cannot be reissued.

Upon completion of an Asset Sale Offer, the amount of Net Cash Proceeds will be reset at zero. Accordingly, to the extent that the aggregate amount of Notes and other Senior Indebtedness tendered pursuant to an Asset Sale Offer is less than the aggregate amount of unapplied Net Cash Proceeds, the Parent and any Restricted Subsidiary may use any remaining Net Cash Proceeds for general corporate purposes of the Parent or its Restricted Subsidiaries.

In the event of the transfer of substantially all (but not all) of the property and assets of the Parent or its Restricted Subsidiaries as an entirety to a Person in a transaction permitted under "—Limitation on Merger, Consolidation and Sale of Assets," the Surviving Entity will be deemed to have sold the properties and assets of the Parent or its Restricted Subsidiaries not so transferred for purposes of this covenant, and will comply with the provisions of this covenant with respect to the deemed sale as if it were an Asset Sale. In addition, the Fair Market Value of properties and assets of the Parent and its Restricted Subsidiaries so deemed to be sold will be deemed to be Net Cash Proceeds for purposes of this covenant.

If at any time any non-cash consideration received by the Parent or any Restricted Subsidiary, as the case may be, in connection with any Asset Sale is converted into or sold or otherwise disposed of for cash (other than interest received with respect to any non-cash consideration), the conversion or disposition will be deemed to constitute an Asset Sale hereunder and the Net Cash Proceeds thereof will be applied in accordance with this covenant within 365 days of conversion or disposition.

The Issuer will comply with the requirements of Rule 14e-1 under the Exchange Act and any other applicable securities laws in connection with the purchase of Notes pursuant to an Asset Sale Offer. To the extent that the provisions of any applicable securities laws or regulations conflict with the "Asset Sale" provisions of the Indenture, the Issuer will comply with these laws and regulations and will not be deemed to have breached its obligations under the "Asset Sale" provisions of the Indenture by doing so.

Limitation on Designation of Unrestricted Subsidiaries

The Parent may designate after the Issue Date any Subsidiary of the Parent as an "Unrestricted Subsidiary" under the Indenture (a "Designation") only if:

(1) no Default or Event of Default has occurred and is continuing at the time of or after giving effect to such Designation and any transactions between the Parent or any of its Restricted Subsidiaries and such Unrestricted Subsidiary are in compliance with "—Limitation on Transactions with Affiliates;"

(2) at the time of and after giving effect to such Designation, the Parent could Incur U.S.$1.00 of additional Indebtedness pursuant to clause (1) of "—Limitation on Incurrence of Additional Indebtedness;" and

(3) the Parent would be permitted to make an Investment at the time of Designation (assuming the effectiveness of such Designation and treating such Designation as an Investment at the time of Designation) as a Restricted Payment pursuant to "—Limitation on Restricted Payments" in an amount (the "Designation Amount") equal to the amount of the Parent's Investment in such Subsidiary on such date.

The Parent may revoke any Designation of a Subsidiary as an Unrestricted Subsidiary (a "Revocation") only if:

(1) no Default or Event of Default has occurred and is continuing at the time of and after giving effect to such Revocation; and

(2) all Liens and Indebtedness of such Unrestricted Subsidiary outstanding immediately following such Revocation would, if Incurred at such time, have been permitted to be Incurred for all purposes of the Indenture.

The Designation of a Subsidiary of the Parent as an Unrestricted Subsidiary will be deemed to include the Designation of all of the Subsidiaries of such Subsidiary. All Designations and Revocations must be evidenced by Board Resolutions of the Parent's Board of Directors, delivered to the Trustee certifying compliance with the preceding provisions.

Limitation on Dividend and Other Payment Restrictions Affecting Restricted Subsidiaries

(a) Except as provided in paragraph (b) below, the Parent will not, and will not cause or permit any of its Restricted Subsidiaries to, directly or indirectly, create or otherwise cause or permit to exist or become effective any encumbrance or restriction on the ability of any Restricted Subsidiary to:

(1) pay dividends or make any other distributions on or in respect of its Capital Stock to the Parent or any other Restricted Subsidiary or pay any Indebtedness owed to the Parent or any other Restricted Subsidiary;

(2) make loans or advances to, or Guarantee any Indebtedness or other obligations of, or make any Investment in, the Parent or any other Restricted Subsidiary; or

(3) transfer any of its property or assets to the Parent or any other Restricted Subsidiary.

(b) Paragraph (a) above of this covenant will not apply to encumbrances or restrictions existing under or by reason of:

(1) applicable law, rule, regulation or order;

(2) the Indenture, the Notes or the Note Guarantees;

(3) the terms of any Indebtedness outstanding on the Issue Date, and any amendments or restatements thereof; provided that any amendment or restatement is not materially more restrictive with respect to such encumbrances or restrictions than those in existence on the Issue Date;

(4) the terms of any binding agreement with respect to any Restricted Subsidiary relating to its Capital Stock or assets in effect on the Issue Date, and any amendments or restatements thereof; *provided* that any amendment or restatement is not materially more restrictive with respect to such encumbrances or restrictions than those in existence on the Issue Date;

(5) any agreement governing Acquired Indebtedness, not incurred in connection with, or in anticipation or contemplation of, the relevant acquisition, merger or consolidation, which encumbrance or restriction is not applicable to any Person, or the properties or assets of any Person, other than the Person or the properties or assets of the Person so acquired;

(6) restrictions on the transfer of assets subject to any Permitted Lien;

(7) customary restrictions on cash or other deposits imposed by customers under contracts or other arrangements entered into or agreed to in the ordinary course of business;

(8) customary non-assignment provisions of any license agreement or other contract and customary provisions restricting assignment or subletting in any lease governing a leasehold interest of any Restricted Subsidiary, or any customary restriction on the ability of a Restricted Subsidiary to dividend, distribute or otherwise transfer any asset that is subject to a Lien that secures Indebtedness, in each case permitted to be Incurred under the Indenture;

(9) restrictions with respect to a Restricted Subsidiary imposed pursuant to a binding agreement which has been entered into for the sale or disposition of Capital Stock or assets of such Restricted Subsidiary; *provided* that such restrictions apply solely to the Capital Stock or assets of such Restricted Subsidiary being sold;

(10) customary restrictions imposed on the transfer of copyrighted or patented materials;

(11) Purchase Money Indebtedness and Capital Lease Obligations that impose encumbrances and restrictions only on the assets so acquired or subject to lease; and

(12) an agreement governing Indebtedness Incurred to Refinance the Indebtedness issued, assumed or Incurred pursuant to an agreement referred to in clause (3) of this paragraph (b); provided that such Refinancing agreement is not materially more restrictive with respect to such encumbrances or restrictions than those contained in the agreement referred to in such clause (3).

Limitation on Liens

The Parent will not, and will not cause or permit any of its Restricted Subsidiaries to, directly or indirectly, Incur any Liens of any kind (except for Permitted Liens) against or upon any of their respective properties or assets, whether owned on the Issue Date or acquired after the Issue Date, or any proceeds therefrom, to secure any Indebtedness or trade payables, unless contemporaneously therewith effective provision is made to secure the Notes, the Subsidiary Guarantees and all other amounts due under the Indenture equally and ratably with such Indebtedness or other obligation (or, in the event that such Indebtedness is subordinated in right of payment to the Notes or the Subsidiary Guarantees prior to such Indebtedness or other obligation) with a Lien on the same properties and assets securing such Indebtedness or other obligation for so long as such Indebtedness or other obligation is secured by such Lien. Furthermore, until such time as the Parent Guarantees the Notes, it shall not consensually Incur any Liens against or upon any of its properties or assets, whether owned on the Issue Date or acquired after the Issue Date, or any proceeds therefrom, to secure any of its Indebtedness

Limitation on Merger, Consolidation and Sale of Assets

Neither the Issuer nor the Parent will, in a single transaction or series of related transactions, consolidate or merge with or into any Person (whether or not the Issuer or the Parent is the surviving or continuing Person), or sell, assign, transfer, lease, convey or otherwise dispose of (or cause or permit any Restricted Subsidiary to sell, assign, transfer, lease, convey or otherwise dispose of) all or substantially all of the properties and assets of the Issuer or the Parent (determined on a consolidated basis for the Parent and its Restricted Subsidiaries, in the case of the Parent), to any Person unless:

(a) either:

(1) the Issuer or the Parent, as the case may be, shall be the surviving or continuing corporation, or

(2) the Person (if other than the Issuer or the Parent) formed by such consolidation or into which the Issuer or the Parent is merged or the Person which acquires by sale, assignment, transfer, lease, conveyance or other disposition the properties and assets of the Issuer or the Parent and of the Parent's Restricted Subsidiaries substantially as an entirety (the "Surviving Entity"):

(A) is a corporation organized and validly existing under the laws of the Netherlands, Spain or the United States of America, any State thereof or the District of Columbia; and

(B) shall expressly assume all of the obligations of the Issuer or the Parent, as applicable, under the Notes, the Indenture or in the case of the Parent, all of the obligations of the Parent under the Parent Guarantee, pursuant to a supplemental indenture;

(b) immediately after giving effect to such transaction and the assumption contemplated by clause (a)(2)(B) above (including giving effect on a pro forma basis to any Indebtedness (including any Acquired Indebtedness) Incurred or anticipated to be Incurred in connection with or in respect of such transaction), the Parent or such Surviving Entity, as the case may be, will be able to Incur at least U.S.$1.00 of additional Indebtedness pursuant to clause (1) of "Limitation on Incurrence of Additional Indebtedness;"

(c) immediately before and immediately after giving effect to such transaction and the assumption contemplated by clause (a)(2)(B) above (including, without limitation, giving effect on a pro forma basis to any Indebtedness (including any Acquired Indebtedness) Incurred or anticipated to be Incurred and any Lien granted in connection with or in respect of the transaction), no Default or Event of Default has occurred or is continuing;

(d) each Guarantor has confirmed by supplemental indenture that its Note Guarantee will apply for the Obligations of the Surviving Entity in respect of the Indenture and the Notes;

(e) if the Issuer or the Parent merges with a corporation that is, or the Surviving Entity is, organized under the laws of a country other than that of the Issuer, if the Issuer is merging or the Parent, if the Parent is merging, the Issuer or the Parent or the Surviving Entity will have delivered to the Trustee an Opinion of Counsel in the original and successor jurisdictions to the effect that each Obligation of the Surviving Entity in respect of the Indenture and the Notes is a legal, valid and binding obligation of such Surviving Entity, enforceable against such entity in accordance with the terms thereof; and

(f) the Issuer, the Parent or such Surviving Entity, as the case may be, has delivered to the Trustee an Officers' Certificate and an Opinion of Counsel, each stating that the consolidation, merger, sale, assignment, transfer, lease, conveyance or other disposition and, if required in connection with such transaction, the supplemental indenture, comply with the applicable provisions of the Indenture and that all conditions precedent in the Indenture relating to the transaction have been satisfied.

For purposes of this covenant, the transfer (by lease, assignment, sale or otherwise, in a single transaction or series of transactions) of all or substantially all of the properties or assets of one or more Restricted Subsidiaries of the Issuer or the Parent, the Capital Stock of which constitutes all or substantially all of the properties and assets of the Issuer or the Parent (determined on a consolidated basis for the Issuer or the Parent and its Restricted Subsidiaries), will be deemed to be the transfer of all or substantially all of the properties and assets of the Issuer or the Parent.

The provisions of clause (b) above will not apply to:

(1) any transfer of the properties or assets of a Guarantor to the Issuer or any Guarantor or to another Guarantor;

(2) any merger of a Restricted Subsidiary into the Issuer or any Guarantor or another Restricted Subsidiary; or

(3) any merger of the Issuer or the Parent into an Affiliate of the Parent incorporated solely for the purpose of reincorporating the Issuer or the Parent in another jurisdiction,

so long as, in each case the Indebtedness of the Parent and its Restricted Subsidiaries taken as a whole is not increased thereby.

No Subsidiary Guarantor may consolidate with or merge with or into any Person, or sell, convey, transfer or dispose of, all or substantially all its assets as an entirety or substantially as an entirety, in one transaction or a series of related transactions, to any Person, or permit any Person to merge with or into the Subsidiary Guarantor unless:

(a) the other Person is the Parent or any Restricted Subsidiary that is a Subsidiary Guarantor or becomes a Subsidiary Guarantor concurrently with the transaction; or

(b) (1) either (x) the Subsidiary Guarantor is the continuing Person or (y) the resulting, surviving or transferee Person expressly assumes by supplemental indenture all of the obligations of the Subsidiary Guarantor under its Subsidiary Guarantee; and (2) immediately after giving effect to the transaction, no Default has occurred and is continuing; or

(c) the transaction constitutes a sale or other disposition (including by way of consolidation or merger) of the Subsidiary Guarantor or the sale or disposition of all or substantially all the assets of the Subsidiary Guarantor (in each case other than to the Parent or a Restricted Subsidiary) otherwise permitted by the Indenture.

Upon any consolidation, combination or merger or any transfer of all or substantially all of the properties and assets of the Issuer or the Parent and its Restricted Subsidiaries in accordance with this covenant, in which the Issuer or the Parent is not the continuing Person, the Surviving Entity formed by such consolidation or into which the Issuer or the Parent is merged or to which such conveyance, lease or transfer is made will succeed to, and be substituted for, and may exercise every right and power of, the Issuer or the Parent under the Indenture and the Notes with the same effect as if such Surviving Entity had been named as such. For the avoidance of doubt, compliance with this covenant will not affect the obligations of the Issuer or the Parent (including a Surviving Entity, if applicable) under "—Change of Control," if applicable.

Limitation on Transactions with Affiliates

(1) The Parent will not, and will not permit any of its Restricted Subsidiaries to, directly or indirectly, enter into any transaction or series of related transactions (including, without limitation, the purchase, sale, lease or exchange of any property or the rendering of any service) with, or for the benefit of, any of its Affiliates (each an "*Affiliate Transaction*"), unless:

(a) the terms of such Affiliate Transaction are no less favorable than those that could reasonably be expected to be obtained in a comparable transaction at such time on an arm's-length basis from a Person that is not an Affiliate of the Parent;

(b) in the event that such Affiliate Transaction involves aggregate payments, or transfers of property or services with a Fair Market Value, in excess of U.S.$10.0 million (or the equivalent in other currencies), the terms of such Affiliate Transaction will be approved by a majority of the members of the Parent's Board of Directors (including a majority of the disinterested members thereof, if any), the approval to be evidenced by a Board Resolution stating that the Board of Directors has determined that such transaction complies with clause (a) above; and

(c) in the event that such Affiliate Transaction involves aggregate payments, or transfers of property or services with a Fair Market Value, in excess of U.S.$20.0 million (or the equivalent in other currencies), the Parent will, prior to the consummation thereof, obtain a favorable opinion as to the fairness of such Affiliate Transaction to the Parent and any such Restricted Subsidiary, if any, from a financial point of view from an Independent Financial Advisor and file the same with the Trustee.

(2) Paragraph (1) above will not apply to:

(a) Affiliate Transactions with or among the Parent and any Restricted Subsidiary or between or among Restricted Subsidiaries;

(b) reasonable fees and compensation paid to, and any indemnity provided on behalf of, officers, directors and employees of the Parent or any Restricted Subsidiary in respect of services rendered as determined in good faith by the Parent's Board of Directors and otherwise consistent with past practices;

(c) Affiliate Transactions undertaken pursuant to the terms of any agreement or arrangement to which the Parent or any of its Restricted Subsidiaries is a party as of or on the Issue Date and that are described under "Related Party Transactions" in these listing particulars, as these agreements or arrangements may be amended, modified, supplemented, extended or renewed from time to time; *provided* that any future amendment, modification, supplement, extension or renewal entered into after the Issue Date will be permitted to the extent that its terms are not more disadvantageous to the Holders of the Notes than the terms of the agreements or arrangements in effect on the Issue Date;

(d) any Permitted Investments or Restricted Payments made in compliance with "—Limitation on Restricted Payments;"

(e) loans and advances to officers, directors and employees of the Parent or any Restricted Subsidiary in the ordinary course of business and not exceeding U.S.$5.0 million (or the equivalent in other currencies) outstanding at any one time; and

(f) Transactions conducted on arms-length basis on the same terms as would be conducted with a non-Affiliated Person involving the purchase and sale of goods and services with Affiliates in the ordinary course of business and consistent with prior practice; provided that the Parent shall provide an Officers' Certificate to the Trustee within 30 days of the end of each fiscal year certifying that all such transactions made pursuant to this section (f), taken as a whole, were no less favorable than those that could reasonably be expected to be obtained in a comparable transaction at such time on an arm's-length basis from a Person that is not an Affiliate of the Parent.

Conduct of Business

The Parent and its Restricted Subsidiaries will not engage in any business other than a Permitted Business.

Reports to Holders

So long as any Notes remain outstanding:

(1) the Parent will provide the Trustee with annual consolidated financial statements audited by an internationally recognized firm of independent public accountants within 120 days after the end of the Parent's fiscal year (*provided* that the Parent may provide the Trustee with such financial statements through the fiscal year ended December 31, 2013 within 180 days after the end of such fiscal year), and, commencing with the first full quarter after the Issue Date, unaudited quarterly financial statements (including a balance sheet, income statement and cash flow statement for the fiscal quarter and year-to-date period then ended and the corresponding fiscal quarter and year-to-date period from the prior year, except that the comparison of the balance sheet will be as of the end of the previous fiscal year) within 90 days of the end of each of the first three fiscal quarters of each fiscal year. Such annual and quarterly financial statements will be prepared in accordance with GAAP and be accompanied by a "management discussion and analysis" of the results of operations and liquidity and capital resources of the Parent and its Subsidiaries on a consolidated basis for the periods presented in a level of detail comparable to the management discussion and analysis of the results of operations and liquidity and capital resources of the Parent and its Subsidiaries contained in the Listing particulars;

(2) the Issuer will provide the Trustee copies (including English translations of documents prepared in another language) of all public filings made by the Parent or the Issuer with any securities exchange or securities regulatory agency or authority within 30 Business Days of such filing;

(3) the Issuer will provide the Trustee with quarterly updates regarding the status of the Parent's application to convert into a *sociedad anónima* and its subsequent Guarantee of the Notes until such time as such Guarantee is obtained;

(4) the Issuer will provide the Trustee with quarterly updates regarding the status of the Thai Subsidiaries' application to obtain a foreign business license from the Thai Ministry of Commerce and their subsequent Guarantee of the Notes until such time as such Guarantees are obtained; and

(5) the Issuer will make available, upon request, to any Holder and any prospective purchaser of Notes the information required pursuant to Rule 144A(d)(4) under the Securities Act.

So long as the Notes are listed on the Official List of the Irish Stock Exchange for trading on the Global Exchange Market, the Issuer will make available the information specified in the preceding paragraph at the specified office of the Irish listing agent for the Notes.

Notices

Notices to Holders of non-global Notes will be mailed to them at their registered addresses. Notices to Holders of global Notes wills be given to the relevant depositary in accordance with its applicable procedures.

In addition, from and after the date the Notes are listed on the Irish Stock Exchange for trading on the Global Exchange Market and so long as it is required by the rules of such exchange, all notices to Holders of Notes will be published in English on the Regulated News Service on the website of the Irish Stock Exchange (www.ise.ie) via the Company Announcements Office.

Notices will be deemed to have been given on the date of delivery or of publication as aforesaid or, if published on different dates, on the date of the first such publication.

Events of Default

The following are "Events of Default" with respect to the Notes:

(1) default in the payment when due of the principal of or premium, if any, on (including, in each case, any related Additional Amounts) any Notes, including the failure to make a required payment to purchase Notes tendered pursuant to an optional redemption, Change of Control Offer or an Asset Sale Offer;

(2) default for 30 days or more in the payment when due of interest (including any related Additional Amounts) on any Notes;

(3) the failure to perform or comply with any of the provisions described under "—Covenants—Merger, Consolidation and Sale of Assets;"

(4) the failure by the Parent or any Restricted Subsidiary to comply with any other covenant or agreement contained in the Indenture or the Notes for 45 days or more after written notice to the Issuer thereof from the Trustee or to the Issuer and the Trustee by the Holders of at least 25.0% in aggregate principal amount of the outstanding Notes;

(5) default by the Parent or any Restricted Subsidiary under any Indebtedness which:

(a) is caused by a failure to pay principal of or premium, if any, or interest on such Indebtedness prior to the expiration of any applicable grace period provided in such Indebtedness on the date of such default; or

(b) results in the acceleration of such Indebtedness prior to its Stated Maturity;

and the principal or accreted amount of Indebtedness covered by clause (a) or (b) at the relevant time, aggregates U.S.$25.0 million (or the equivalent in other currencies) or more;

(6) failure by the Parent or any of its Restricted Subsidiaries to pay one or more final judgments against any of them, aggregating U.S.$25.0 million (or the equivalent in other currencies) or more, which are not paid, discharged or stayed for a period of 60 days or more (to the extent not covered by a reputable and creditworthy insurance company that has acknowledged liability therefor in writing);

(7) any Governmental Authority shall condemn, seize, compulsory purchase or expropriate all or substantially all of the assets and properties of the Parent or any Restricted Subsidiary that is also a Significant Subsidiary;

(8) certain events of bankruptcy affecting the Issuer, the Parent or any of its Restricted Subsidiaries or group of Subsidiaries that, taken together, would constitute a Significant Subsidiary; or

(9) except as permitted by the Indenture, any Note Guarantee from the Parent or a Significant Subsidiary or group of Subsidiaries that, taken together, would constitute a Significant Subsidiary is held to be unenforceable or invalid in a judicial proceeding or ceases for any

reason to be in full force and effect or the Parent or any Restricted Subsidiary denies or disaffirms any obligations under the Note Guarantees.

If an Event of Default (other than an Event of Default specified in clause (8) above with respect to the Issuer or the Parent has occurred and is continuing), the Trustee or the Holders of at least 25.0% in principal amount of outstanding Notes may declare the unpaid principal of and premium, if any, and accrued and unpaid interest on all the Notes to be immediately due and payable by notice in writing to the Issuer (and the Trustee, if given by the Holders), specifying the Event of Default and that it is a "notice of acceleration." If an Event of Default specified in clause (8) above occurs with respect to the Issuer or the Parent then the unpaid principal of and premium, if any, and accrued and unpaid interest on all the Notes will become immediately due and payable without any declaration or other act on the part of the Trustee or any Holder.

At any time after a declaration of acceleration with respect to the Notes as described in the preceding paragraph, the Holders of a majority in principal amount of the outstanding Notes may rescind and cancel such declaration and its consequences:

(1) if the rescission would not conflict with any judgment or decree;

(2) if all existing Events of Default have been cured or waived, except nonpayment of principal or interest that has become due solely because of the acceleration;

(3) to the extent the payment of such interest is lawful, interest on overdue installments of interest and overdue principal, which has become due otherwise than by such declaration of acceleration, has been paid; and

(4) if the Issuer has paid the Trustee its reasonable compensation and reimbursed the Trustee for its reasonable expenses, disbursements and advances.

No rescission will affect any subsequent Default or impair any rights relating thereto.

The Holders of a majority in principal amount of the outstanding Notes may waive any existing Default or Event of Default under the Indenture, and its consequences, except a default in the payment of the principal of, premium, if any, or interest on any Notes.

The Trustee is under no obligation to exercise any of its rights or powers under the Indenture at the request, order or direction of any of the Holders, unless such Holders have offered to the Trustee indemnity reasonably satisfactory to it. Subject to all provisions of the Indenture and applicable law, the Holders of a majority in aggregate principal amount of the then outstanding Notes have the right to direct the time, method and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred on the Trustee.

No Holder of any Notes will have any right to institute any proceeding with respect to the Indenture or for any remedy thereunder, unless:

(1) such Holder gives to the Trustee written notice of a continuing Event of Default;

(2) Holders of at least 25.0% in principal amount of the then outstanding Notes make a written request to pursue the remedy;

(3) such Holders of the Notes provide to the Trustee satisfactory indemnity;

(4) the Trustee does not comply within 60 days; and

(5) during such 60-day period the Holders of a majority in principal amount of the outstanding Notes do not give the Trustee a written direction which, in the opinion of the Trustee, is inconsistent with the request;

provided that a Holder of a Note may institute suit for enforcement of payment of the principal of and premium, if any, or interest on such Note on or after the respective due dates expressed in such Note.

The Issuer is required, upon becoming aware of any Default or Event of Default, to deliver to the Trustee written notice of such Default or Event of Default, the status thereof and what action the Issuer is taking or proposes to take in respect thereof. In addition, the Issuer is required to deliver to the Trustee, within 105 days after the end of each fiscal year, an Officers' Certificate indicating whether the signers thereof know of any Default or Event of Default that occurred during the previous fiscal year. The Indenture provides that if a Default or Event of Default occurs, is continuing and is actually known to a responsible officer of the Trustee, the Trustee must give to each Holder notice of the Default or Event of Default within 45 days after the occurrence thereof. Except in the case of a Default or Event of Default in the payment of principal of, premium, if any, or interest on any Note, the Trustee may withhold notice if and so long as a committee of its trust officers in good faith determines that withholding notice is in the interests of the Holders.

Legal Defeasance and Covenant Defeasance

The Issuer may, at its option and at any time, elect to have its obligations discharged with respect to the outstanding Notes ("Legal Defeasance"). Legal Defeasance means that the Issuer and the Guarantors will be deemed to have paid and discharged the entire indebtedness represented by the outstanding Notes on the 91st day after the deposit specified in clause (1) of the second following paragraph, except for:

(1) the rights of Holders to receive payments in respect of the principal of, premium, if any, and interest on, the Notes when such payments are due;

(2) the Issuer's obligations with respect to the Notes concerning issuing temporary Notes, registration of Notes, mutilated, destroyed, lost or stolen Notes and the maintenance of an office or agency for payments;

(3) the rights, powers, trust, duties and immunities of the Trustee and the Issuer's and each Guarantor's obligations in connection therewith; and

(4) the Legal Defeasance provisions of the Indenture.

In addition, the Issuer may, at its option and at any time, elect to have its obligations released with respect to the covenants that are described under "—Covenants" (other than "Limitation on Merger, Consolidation and Sale of Assets") ("*Covenant Defeasance*") and thereafter any omission to comply with such obligations will not constitute a Default or Event of Default with respect to the Notes. In the event Covenant Defeasance occurs, certain events (other than non-payment and bankruptcy, receivership, reorganization and insolvency events) described under "—Events of Default" will no longer constitute an Event of Default with respect to the Notes.

In order to exercise either Legal Defeasance or Covenant Defeasance:

(1) the Issuer must irrevocably deposit with the Trustee, in trust, for the benefit of the Holders, cash in U.S. dollars, certain direct non-callable obligations of, or guaranteed by, the United States, or a combination thereof, in such amounts as will be sufficient without reinvestment, in the opinion of a nationally recognized firm of independent public accountants, to pay the principal of, premium, if any, and interest (including Additional Amounts) on the Notes on the stated date for payment thereof or on the applicable redemption date, as the case may be;

(2) in the case of Legal Defeasance, the Issuer has delivered to the Trustee an Opinion of Counsel from U.S. counsel reasonably acceptable to the Trustee and independent of the Issuer to the effect that:

(a) the Issuer has received from, or there has been published by, the Internal Revenue Service a ruling; or

(b) since the Issue Date, there has been a change in the applicable U.S. federal income tax law,

in either case to the effect that, and based thereon such Opinion of Counsel shall state that, the Holders will not recognize income, gain or loss for U.S. federal income tax purposes as a result of such Legal Defeasance and will be subject to U.S. federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such Legal Defeasance had not occurred;

(3) in the case of Covenant Defeasance, the Issuer has delivered to the Trustee an Opinion of Counsel from U.S. counsel reasonably acceptable to the Trustee and independent of the Issuer to the effect that the Holders will not recognize income, gain or loss for U.S. federal income tax purposes as a result of such Covenant Defeasance and will be subject to U.S. federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such Covenant Defeasance had not occurred;

(4) in the case of Legal Defeasance or Covenant Defeasance, the Issuer has delivered to the Trustee (a) an Opinion of Counsel from Netherlands and Spanish counsel reasonably acceptable to the Trustee and independent of the Issuer to the effect that, based upon Netherlands and Spanish law then in effect, Holders will not recognize income, gain or loss for Netherlands and Spanish tax purposes, including withholding tax except for withholding tax then payable on interest payments due, as a result of such Legal Defeasance or Covenant Defeasance, as the case may be, and will be subject to Netherlands and Spanish taxes on the same amounts and in the same manner and at the same time as would have been the case if such Legal Defeasance or Covenant Defeasance, as the case may be, had not occurred or (b) a ruling directed to the Trustee received from tax authorities of the Netherlands and Spain to the same effect as the Opinion of Counsel described in clause (a) above;

(5) no Default or Event of Default has occurred and is continuing on the date of the deposit pursuant to clause (1) of this paragraph (except any Default or Event of Default resulting from any failure to comply with "—Covenants—Limitation on Incurrence of Additional Indebtedness" as a result of the borrowing of the funds required to effect such deposit);

(6) the Issuer has delivered to the Trustee an Officers' Certificate stating that such Legal Defeasance or Covenant Defeasance will not result in a breach or violation of, or constitute a default under, the Indenture or any other material agreement or instrument to which the Issuer, the Parent or any of its Subsidiaries is a party or by which the Issuer, the Parent or any of its Subsidiaries is bound;

(7) the Issuer has delivered to the Trustee an Officers' Certificate stating that the deposit was not made by the Issuer with the intent of preferring the Holders over any other creditors of the Issuer, the Parent or any Subsidiary of the Parent, or with the intent of defeating, hindering, delaying or defrauding any other creditors of the Issuer, the Parent or others;

(8) the Issuer has delivered to the Trustee an Officers' Certificate and an Opinion of Counsel from U.S. counsel reasonably acceptable to the Trustee and independent of the Issuer, each stating that all conditions precedent provided for or relating to the Legal Defeasance or the Covenant Defeasance have been complied with;

(9) the Issuer has delivered to the Trustee an Opinion of Counsel from U.S. counsel reasonably acceptable to the Trustee and independent of the Issuer to the effect that the trust funds will not

be subject to the effect of any applicable bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally; and

(10) the Issuer has delivered to the Trustee an Opinion of Counsel from U.S. counsel reasonably acceptable to the Trustee and independent of the Issuer to the effect that the trust resulting from the deposit does not constitute, or is qualified as, a regulated investment company under the U.S. Investment Company Act of 1940, as amended.

Satisfaction and Discharge

The Indenture will be discharged and will cease to be of further effect (except as to surviving rights or registration of transfer or exchange of the Notes, as expressly provided for in the Indenture) as to all outstanding Notes when:

(1) either:

(a) all the Notes theretofor authenticated and delivered (except lost, stolen or destroyed Notes which have been replaced or paid and Notes for whose payment money has theretofor been deposited in trust or segregated and held in trust by the Issuer and thereafter repaid to the Issuer or discharged from such trust) have been delivered to the Trustee for cancellation; or

(b) all Notes not theretofor delivered to the Trustee for cancellation have become due and payable, and the Issuer or any Guarantor has irrevocably deposited or caused to be deposited with the Trustee funds to pay and discharge the entire Indebtedness on the Notes not theretofor delivered to the Trustee for cancellation, for principal of, premium, if any, and interest on the Notes to the date of deposit, together with irrevocable instructions from the Issuer or any Guarantor directing the Trustee to apply such funds to the payment;

(2) the Issuer or any Guarantor has paid all other sums payable under the Indenture and the Notes by it; and

(3) the Issuer has delivered to the Trustee an Opinion of Counsel and an Officers' Certificate stating that all conditions precedent under the Indenture relating to the satisfaction and discharge of the Indenture have been complied with.

Modification of the Indenture

From time to time, the Issuer, the Guarantors and the Trustee, without the consent of the Holders, may amend, modify or supplement the Indenture and the Notes for the following purposes:

(1) to cure any ambiguity, defect or inconsistency contained therein;

(2) to provide for the assumption by a successor Person of the obligations of the Issuer or any Guarantor under the Indenture;

(3) to add Subsidiary Guarantees or additional Note Guarantees with respect to the Notes or release a Subsidiary Guarantee in accordance with the terms of the Indenture;

(4) to secure the Notes;

(5) to add to the covenants of the Issuer, the Parent and/or any Restricted Subsidiary for the benefit of the Holders or surrender any right or power conferred upon the Issuer, the Parent or any Restricted Subsidiary;

(6) to provide for the issuance of Additional Notes in accordance with the Indenture;

(7) to evidence the replacement of the Trustee as provided for under the Indenture;

(8) if necessary, in connection with any release of any security permitted under the Indenture;

(9) to make any other change that does not adversely affect the rights of any Holder in any material respect; or

(10) to conform the text of the Indenture, the Notes or the Note Guarantees to any provision of this "Description of the Notes" to the extent that such provision in this Description of the Notes was intended to be a verbatim recitation of the corresponding provision in the Indenture, the Notes or the Note Guarantees.

In formulating its opinion on the foregoing, the Trustee will be entitled to rely on such evidence as it deems appropriate, including, without limitation, solely on an Opinion of Counsel and an Officers' Certificate.

Other modifications to, amendments of, and supplements to, the Indenture or the Notes may be made with the consent of the Holders of a majority in principal amount of the then outstanding Notes issued under the Indenture, except that, without the consent of each Holder affected thereby, no amendment may:

(1) reduce the percentage of the principal amount of the Notes whose Holders must consent to an amendment, supplement or waiver;

(2) reduce the rate of or change or have the effect of changing the time or place for payment of interest on any Notes;

(3) reduce the principal of or change or have the effect of changing the fixed maturity of any Notes, or change the date on which any Notes may be subject to redemption, or reduce the redemption price therefor;

(4) make any Notes payable in money other than that stated in the Notes;

(5) make any change in provisions of the Indenture entitling each Holder to receive payment of principal of, premium, if any, and interest on such Notes on or after the due date thereof or to bring suit to enforce such payment, or permitting Holders of a majority in principal amount of Notes to waive Defaults or Events of Default;

(6) amend, change or modify in any material respect the obligation of the Issuer to make and consummate a Change of Control Offer in respect of a Change of Control Triggering Event that has occurred as a result of a Change of Control or make and consummate an Asset Sale Offer with respect to any Asset Sale that has been consummated;

(7) eliminate or modify in any manner a Subsidiary Guarantor's obligations with respect to its Subsidiary Guarantee which adversely affects Holders in any material respect, except as contemplated in the Indenture;

(8) make any change in the provisions of the Indenture described under "—Additional Amounts" that adversely affects the rights of any Holder or amend the terms of the Notes in a way that would result in a loss of exemption from any applicable taxes; and

(9) make any change to the provisions of the Indenture or the Notes that adversely affect the ranking of the Notes.

Governing Law; Jurisdiction

The Indenture and the Notes will be governed by, and construed in accordance with, the law of the State of New York.

The Issuer and the Guarantors will submit to the jurisdiction of the U.S. federal and New York state courts located in The City of New York, Borough of Manhattan and will appoint an agent for service of process with respect to any actions brought in these courts arising out of or based on the Indenture or the Notes.

The Trustee

The Bank of New York Mellon is the Trustee under the Indenture. Its address is 101 Barclay Street, Floor 4 East, New York, New York, 10286.

Except during the continuance of an Event of Default, the Trustee will perform only such duties as are specifically set forth in the Indenture. During the existence of an Event of Default, the Trustee will exercise such rights and powers vested in it by the Indenture, and use the same degree of care and skill in its exercise as a prudent man would exercise or use under the circumstances in the conduct of his own affairs.

No Personal Liability

No past, present or future incorporator, director, officer, employee, shareholder or controlling person, as such, of the Issuer or the Guarantors will have any liability for any obligations of the Issuer or the Guarantors under the Notes or the Indenture or for any claims based on, in respect of or by reason of such obligations or their creation. By accepting a Note, each Holder waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Notes. The waiver may not be effective to waive liabilities under the U.S. federal securities laws or under Netherlands or Spanish corporate law, and it is the view of the SEC that such a waiver may be contrary to public policy.

Currency Indemnity

The Issuer and the Guarantors, will pay all sums payable under the Indenture, the Notes or any Note Guarantee solely in U.S. Dollars. Any amount that you receive or recover in a currency other than U.S. Dollars in respect of any sum expressed to be due to you from the Issuer and the Guarantors, will only constitute a discharge to us to the extent of the U.S. Dollar amount which you are able to purchase with the amount received or recovered in that other currency on the date of the receipt or recovery or, if it is not practicable to make the purchase on that date, on the first date on which you are able to do so. If the U.S. Dollar amount is less than the U.S. Dollar amount expressed to be due to you under any Note, that the Issuer and the Guarantors, will indemnify you against any loss you sustain as a result. In any event, the Issuer and the Guarantors will indemnify you against the cost of making any purchase of U.S. Dollars. For the purposes of this paragraph, it will be sufficient for you to certify in a satisfactory manner that you would have suffered a loss had an actual purchase of U.S. Dollars been made with the amount received in that other currency on the date of receipt or recovery or, if it was not practicable to make the purchase on that date, on the first date on which you were able to do so. In addition, you will also be required to certify in a satisfactory manner the need for a change of the purchase date.

The indemnities described above:

- constitute a separate and independent obligation from the other obligations of the Issuer and the Guarantors;
- will give rise to a separate and independent cause of action;
- will apply irrespective of any indulgence granted by any Holder; and
- will continue in full force and effect despite any other judgment, order, claim or proof for a liquidated amount in respect of any sum due under any Note.

Listing

In the event that the Notes are listed on the Official List of the Irish Stock Exchange for trading on the Global Exchange Market, the Issuer will use its best efforts to maintain such listing.

Certain Definitions

The following sets forth certain of the defined terms used in the Indenture. Reference is made to the Indenture for full disclosure of all such terms, as well as any other terms used herein for which no definition is provided.

"*Acquired Indebtedness*" means Indebtedness of a Person or any of its Subsidiaries existing at the time such Person becomes a Restricted Subsidiary or at the time it merges or consolidates with the Parent or any of its Restricted Subsidiaries or is assumed in connection with the acquisition of assets from such Person. Acquired Indebtedness will be deemed to have been Incurred at the time such Person becomes a Restricted Subsidiary or at the time it merges or consolidates with the Parent or a Restricted Subsidiary or at the time such Indebtedness is assumed in connection with the acquisition of assets from such Person.

"*Additional Amounts*" has the meaning set forth under "—Additional Amounts" above.

"*Additional Notes*" has the meaning set forth under "—General" above.

"*Affiliate*" means, with respect to any specified Person, any other Person who directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, such specified Person. Solely for purposes of this definition, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise. For purposes of this definition, the terms "controlling," "controlled by" and "under common control with" have correlative meanings.

"*Asset Acquisition*" means:

(1) an Investment by the Parent or any Restricted Subsidiary in any other Person pursuant to which such Person will become a Restricted Subsidiary, or will be merged with or into the Issuer, Parent or any Restricted Subsidiary; or

(2) the acquisition by the Parent or any Restricted Subsidiary of the assets of any Person (other than a Restricted Subsidiary of the Issuer or Parent) which constitute all or substantially all of the assets of such Person or comprises any division or line of business of such Person or any other properties or assets of such Person other than in the ordinary course of business; or

(3) any Revocation with respect to an Unrestricted Subsidiary.

"*Asset Sale*" means any direct or indirect sale, disposition, issuance, conveyance, transfer, lease, assignment or other transfer, including, without limitation, a Sale and Leaseback Transaction (each, a "disposition"), by the Parent or any Restricted Subsidiary of:

(a) any Capital Stock (other than Capital Stock of the Parent); or

(b) any property or assets (other than cash, Cash Equivalents or Capital Stock) of the Parent or any Restricted Subsidiary;

Notwithstanding the preceding, the following items will not be deemed to be Asset Sales:

(1) the disposition of all or substantially all of the assets of the Parent and its Restricted Subsidiaries as permitted under "—Covenants—Merger, Consolidation and Sale of Assets" or any disposition which constitutes a Change of Control;

(2) the sale of property or equipment that, in the reasonable determination of the Issuer, has become worn out, obsolete or damaged or otherwise unsuitable for use in connection with the business of the Parent or any Restricted Subsidiary;

(3) sales or other dispositions of equipment, inventory, accounts receivable or other assets in the ordinary course of business;

(4) for purposes of "—Covenants—Limitation on Asset Sales" only, the making of a Permitted Investment or a Restricted Payment permitted under "—Covenants—Limitation on Restricted Payments;"

(5) a disposition to the Parent or a Restricted Subsidiary, including a Person that is or will become a Restricted Subsidiary immediately after the disposition;

(6) the creation of a Permitted Lien;

(7) dispositions of receivables and related assets or interests in connection with the compromise, settlement or collection thereof in the ordinary course of business or in bankruptcy or similar proceedings and exclusive of factoring or similar arrangements;

(8) the licensing or sublicensing of intellectual property or other general intangibles in the ordinary course of business;

(9) solely for purposes of the first paragraph of "—Covenants—Limitation on Asset Sales," any sale or transfer of assets of the Parent or any Restricted Subsidiary by reason of eminent domain or comparable laws of any applicable jurisdiction; and

(10) any transaction or series of related transactions involving property or assets with a Fair Market Value not in excess of U.S.$5.0 million (or the equivalent in other currencies).

"*Asset Sale Offer*" has the meaning set forth under "—Covenants—Limitation on Asset Sales."

"*Asset Sale Transaction*" means any Asset Sale and, whether or not constituting an Asset Sale, (1) any sale or other disposition of Capital Stock, (2) any Designation with respect to an Unrestricted Subsidiary and (3) any sale or other disposition of property or assets excluded from the definition of Asset Sale by clause (4) of that definition.

"*Board of Directors*" means, with respect to any Person, the board of directors or similar governing body of such Person or any duly authorized committee thereof.

"*Board Resolution*" means, with respect to any Person, a copy of a resolution certified by the Secretary or an Assistant Secretary of such Person to have been duly adopted by the Board of Directors of such Person and to be in full force and effect on the date of such certification, and delivered to the Trustee.

"*Business Day*" means a day other than a Saturday, Sunday or any day on which banking institutions are authorized or required by law to close in New York City, United States, the Netherlands or in Spain.

"*Capital Stock*" means, with respect to any Person, any and all shares, interests, rights to purchase, warrants, options, participations or other equivalents of or interests in (however designated and whether or not voting) of equity of such Person, including each class of Common Stock, Preferred Stock, limited liability interests or partnership interests, but excluding any debt securities convertible into such equity.

"*Capitalized Lease Obligations*" means, as to any Person, the obligations of such Person under a lease that are required to be classified and accounted for as capital lease obligations under GAAP. For purposes of this definition, the amount of such obligations at any date will be the capitalized amount of such obligations at such date, determined in accordance with GAAP.

"*Cash Equivalents*" means:

(1) United States dollars or any local currencies held by the Parent or any Restricted Subsidiaries from time to time;

(2) marketable direct obligations issued by, or unconditionally guaranteed by, the United States government or issued by any agency thereof and backed by the full faith and credit of the United States, in each case maturing within one year from the date of acquisition thereof;

(3) marketable direct obligations issued by any state of the United States of America or any political subdivision of any such state or any public instrumentality thereof maturing within one year from the date of acquisition thereof and, at the time of acquisition, having one of the three highest ratings obtainable from either S&P or Moody's or any successor thereto;

(4) commercial paper maturing no more than one year from the date of creation thereof and, at the time of acquisition, having a rating of at least A-1 from S&P or at least P-1 from Moody's;

(5) demand deposits, certificates of deposit, time deposits or bankers' acceptances maturing not more than one year from the date of acquisition thereof issued by (a) any bank organized under the laws of the United States of America or any state thereof or the District of Columbia or (b) any non-U.S. bank having at the date of acquisition thereof combined capital and surplus of not less than U.S.$500.0 million, in the case of clauses (a) and (b) having one of the three highest ratings obtainable from either S&P or Moody's or any successor thereto;

(6) repurchase obligations with a term of not more than seven days for underlying securities of the types described in clause (2) above entered into with any bank meeting the qualifications specified in clause (5) above;

(7) investments in money market funds which invest at least 95.0% of their assets in securities of the types described in clauses (1) through (6) above; and

(8) instruments equivalent to those referred to in clauses (1) through (7) above denominated in U.S. dollars or any other foreign currency comparable in credit quality and tenor to those referred to above and customarily used by corporations for cash management purposes in any jurisdiction outside the United States to the extent reasonably required in connection with any business conducted by the Issuer or any Restricted Subsidiary organized in such jurisdiction.

"*Change of Control*" means the occurrence of one or more of the following events:

(1) the Permitted Holders cease to be the "beneficial owners" (as defined in Rules 13d-3 and 13d-5 under the Exchange Act) of more than 50.0% of the voting power of the Voting Stock of the Parent (including any Surviving Entity) and more than 50.0% of economic rights granted by the Capital Stock of the Parent (including any Surviving Entity);

(2) individuals appointed by the Permitted Holders cease for any reason to constitute a majority of the members of the Board of Directors of the Parent;

(3) the sale, conveyance, assignment, transfer, lease or other disposition of all or substantially all of the assets of the Parent, determined on a consolidated basis, to any "person" (as defined in Sections 13d and 14d under the Exchange Act), whether or not otherwise in compliance with the Indenture; or

(4) the approval by the holders of Capital Stock of the Parent of any plan or proposal for the liquidation or dissolution of the Parent, whether or not otherwise in compliance with the Indenture.

"*Change of Control Payment*" has the meaning set forth under "—Change of Control."

"*Change of Control Payment Date*" has the meaning set forth under "—Change of Control."

"*Change of Control Triggering Event*" means the occurrence of both a Change of Control and a Rating Decline.

"*Commodity Hedging Agreement*" means, with respect to any Person, any commodity hedge agreement (including, without limitation, futures contracts, caps, floors, collars, derivative instruments and similar agreements) and/or other types of commodity hedging agreements designed solely to hedge commodity price risk of such Person and not for speculative purposes.

"*Common Stock*" means, with respect to any Person, any and all shares, interests or other participations in, and other equivalents (however designated and whether voting or non-voting) of such Person's common equity interests, whether outstanding on the Issue Date or issued after the Issue Date, and includes, without limitation, all series and classes of such common equity interests.

"*Comparable Treasury Issue*" has the meaning set forth under "—Optional Redemption."

"*Comparable Treasury Price*" has the meaning set forth under "—Optional Redemption."

"*Consolidated Adjusted EBITDA*" means, with respect to any Person for any period, Consolidated Net Income for such Person for such period, plus the following (without duplication) to the extent deducted or added in calculating such Consolidated Net Income:

(1) Consolidated Interest Expense for such Person for such period;

(2) Consolidated Income Tax Expense for such Person for such period; and

(3) Consolidated Non-cash Charges for such Person for such period;

less (x) all non-cash credits and gains increasing Consolidated Net Income for such Person for such period and (y) all cash payments made by such Person and its Subsidiaries (Restricted Subsidiaries in the case of the Parent) during such period relating to non-cash charges that were added back in determining Consolidated Adjusted EBITDA in any prior period.

Notwithstanding the foregoing, the items specified in clauses (1) and (3) above for any Subsidiary (Restricted Subsidiary in the case of the Parent) will be added to Consolidated Net Income in calculating Consolidated Adjusted EBITDA for any period only in proportion to the percentage of the total Capital Stock of such Subsidiary (Restricted Subsidiary in the case of the Parent) held directly or indirectly by such Person at the date of determination.

"*Consolidated Fixed Charge Coverage Ratio*" means, with respect to any Person as of any date of determination, the ratio of the aggregate amount of Consolidated Adjusted EBITDA of such Person for the four most recent full fiscal quarters for which financial statements are available ending prior to the date of such determination (the "Four Quarter Period") to Consolidated Fixed Charges for such Person for such Four Quarter Period.

For purposes of this definition, Consolidated Adjusted EBITDA and Consolidated Fixed Charges will be calculated after giving effect on a pro forma basis in good faith for the period of such calculation for the following:

(1) the Incurrence, repayment or redemption of any Indebtedness (including Acquired Indebtedness) of such Person or any of its Subsidiaries (Restricted Subsidiaries in the case of the Parent) and the application of the proceeds thereof, including the Incurrence of any Indebtedness (including Acquired Indebtedness), and the application of the proceeds thereof, giving rise to the need to make such determination, occurring during such Four Quarter Period and at any time subsequent to the last day of such Four Quarter Period and prior to or on such date of determination, as if such Incurrence, and the application of the proceeds thereof, repayment or redemption occurred on the first day of such Four Quarter Period; and

(2) any Asset Sale Transaction or Asset Acquisition by such Person or any of its Subsidiaries (Restricted Subsidiaries in the case of the Parent), including any Asset Sale or Asset Acquisition giving rise to the need to make such determination, occurring during the Four Quarter Period or at any time subsequent to the last day of the Four Quarter Period and prior to or on such date of determination, as if such Asset Sale Transaction or Asset Acquisition occurred on the first day of such Four Quarter Period.

For purposes of making such *pro forma* computation:

(a) interest on any Indebtedness bearing a floating rate of interest will be calculated as if the rate in effect on the applicable date of determination had been the applicable rate for the entire Four Quarter Period (taking into account any Interest Rate Agreements applicable to such Indebtedness);

(b) interest on any Indebtedness under a revolving credit facility will be computed based upon the average daily balance of such Indebtedness during such Four Quarter Period, or if such facility was created after the end of such Four Quarter Period, the average daily balance of such Indebtedness during the period from the date of creation of such facility to the date of such calculation; and

(c) interest on Indebtedness that may optionally be determined at an interest rate based upon a factor of a prime or similar rate, a eurocurrency interbank offered rate, or other rate, will be deemed to have been based upon the rate actually chosen, or, if none, then based upon such optional rate chosen as the Issuer may designate.

"*Consolidated Fixed Charges*" means, for any Person for any period, the sum (without duplication) of:

(1) Consolidated Interest Expense for such Person for such period, plus

(2) the amount of all cash and non-cash dividend payments on any series of Preferred Stock or Disqualified Capital Stock of such Person (other than dividends paid in Qualified Capital Stock) or any Subsidiary of such Person (Restricted Subsidiary in the case of the Parent) paid, accrued or scheduled to be paid or accrued during such period, excluding dividend payments on Preferred Stock or Disqualified Capital Stock paid, accrued or scheduled to be paid to such Person or another Subsidiary (Restricted Subsidiary in the case of the Parent).

"*Consolidated Income Tax Expense*" means, with respect to any Person for any period, the provision for federal, state, local and any other income taxes payable by such Person and its Subsidiaries (Restricted Subsidiaries in the case of the Parent) for such period as determined on a consolidated basis in accordance with GAAP.

"*Consolidated Interest Expense*" means, with respect to any Person for any period, the sum (without duplication) determined on a consolidated basis in accordance with GAAP of:

(1) the aggregate of cash and non-cash interest expense of such Person and its Subsidiaries (Restricted Subsidiaries in the case of the Parent) for such period determined on a consolidated

basis in accordance with GAAP, including, without limitation, the following (whether or not interest expense in accordance with GAAP):

(a) any amortization or accretion of debt discount or any interest paid on Indebtedness of such Person and its Subsidiaries (Restricted Subsidiaries in the case of the Parent) in the form of additional Indebtedness;

(b) any amortization of deferred financing costs;

(c) the net costs under Hedging Obligations (including amortization of fees) in respect of Indebtedness or that are otherwise treated as interest expense or equivalent under GAAP; *provided* that if Hedging Obligations result in net benefits rather than costs, such benefits will be credited to reduce Consolidated Interest Expense unless, pursuant to GAAP, such net benefits are otherwise reflected in Consolidated Net Income;

(d) all capitalized interest;

(e) the interest portion of any deferred payment obligation;

(f) commissions, discounts and other fees and charges Incurred in respect of letters of credit or bankers' acceptances; and

(g) any interest expense on Indebtedness of another Person that is Guaranteed by such Person or one of its Subsidiaries (Restricted Subsidiaries in the case of the Parent) or secured by a Lien on the assets of such Person or one of its Subsidiaries (Restricted Subsidiaries in the case of the Parent), whether or not such Guarantee or Lien is called upon; and

(2) the interest component of Capitalized Lease Obligations paid, accrued and/or scheduled to be paid or accrued by such Person and its Subsidiaries (Restricted Subsidiaries in the case of the Parent) during such period.

"*Consolidated Leverage Ratio*" means, with respect to any Person as of any date of determination, the ratio of the aggregate amount of Consolidated Total Indebtedness for such Person as of such date to Consolidated Adjusted EBITDA for such Person for the four most recent full fiscal quarters for which financial statements are available ending prior to the date of such determination (the "Four-Quarter Period").

For purposes of this definition, Consolidated Total Indebtedness and Consolidated Adjusted EBITDA will be calculated after giving effect on a pro forma basis in good faith for the period of such calculation for the following:

(1) the Incurrence, repayment or redemption of any Indebtedness (including Acquired Indebtedness) of such Person or any of its Subsidiaries (Restricted Subsidiaries in the case of the Parent), and the application of the proceeds thereof, including the Incurrence of any Indebtedness (including Acquired Indebtedness), and the application of the proceeds thereof, giving rise to the need to make such determination, occurring during such Four-Quarter Period or at any time subsequent to the last day of such Four-Quarter Period and prior to or on such date of determination, to the extent, in the case of an Incurrence, such Indebtedness is outstanding on the date of determination, as if such Incurrence, and the application of the proceeds thereof, repayment or redemption occurred on the first day of such Four-Quarter Period; and

(2) any Asset Sale Transaction or Asset Acquisition by such Person or any of its Subsidiaries (Restricted Subsidiaries in the case of the Parent), including any Asset Sale or Asset Acquisition giving rise to the need to make such determination, occurring during the Four-Quarter Period or

at any time subsequent to the last day of the Four-Quarter Period and prior to or on such date of determination, as if such Asset Sale Transaction or Asset Acquisition occurred on the first day of the Four-Quarter Period.

For purposes of making such *pro forma* computation, the amount of Indebtedness under any revolving credit facility will be computed based on:

(a) the average daily balance of such Indebtedness during such Four-Quarter Period; or

(b) if such facility was created after the end of such Four-Quarter Period, the average daily balance of such Indebtedness during the period from the date of creation of such facility to the date of such calculation,

in each case giving *pro forma* effect to any borrowings related to any transaction referred to in clause (2) above.

"*Consolidated Net Income*" means, with respect to any Person for any period, the aggregate net income (or loss) of such Person and its Subsidiaries (after deducting (or adding) the portion of such net income (or loss) attributable to minority interests in Subsidiaries of such Person) for such period on a consolidated basis, determined in accordance with GAAP; *provided* that there will be excluded therefrom to the extent reflected in such aggregate net income (loss):

(1) net after-tax gains or losses from Asset Sale Transactions or abandonments or reserves relating thereto;

(2) net after-tax items classified as unusual or non-recurring gains or losses;

(3) the net income (or loss) of any Person, other than such Person and any Subsidiary of such Person (Restricted Subsidiary in the case of the Parent); except that the Parent's equity in the net income of any Person will be included up to the aggregate amount of cash actually distributed by such Person during such period to the Parent or a Restricted Subsidiary as a dividend or other distribution (subject, in the case of a dividend or other distribution to a Restricted Subsidiary, to the limitations contained in clause (4) below); and except further that the Parent's equity in the net loss of any Person will be included to the extent such loss have been funded with cash from the Parent or a Restricted Subsidiary;

(4) the net income (but not loss) of any Subsidiary of such Person (Non-Guarantor Restricted Subsidiary in the case of the Parent) to the extent that a corresponding amount could not be distributed to such Person at the date of determination as a result of any restriction pursuant to the constituent documents of such Subsidiary (Non-Guarantor Restricted Subsidiary in the case of the Parent) or any law, regulation, agreement or judgment applicable to any such distribution;

(5) any restoration to income of any contingency reserve, except to the extent that provision for such reserve was made out of Consolidated Net Income accrued at any time following the Issue Date;

(6) any gain (or loss) from foreign exchange translation or change in net monetary position;

(7) any net gain or loss (after any offset) resulting in such period from Hedging Obligations entered into for bona fide hedging purposes and not for speculative purposes; provided that the net effect on income or loss (including in any prior periods) will be included upon any termination or early extinguishment of such Hedging Obligations, other than any Hedging Obligations with respect to Indebtedness (that is not itself a Hedging Obligation) and that are extinguished concurrently with the termination or other prepayment of such Indebtedness; and

(8) the cumulative effect of changes in accounting principles.

"*Consolidated Net Tangible Assets*" means the total of all assets appearing on the consolidated balance sheet of the Parent and its Restricted Subsidiaries less the following: (1) current liabilities; (2) reserves for depreciation and other asset valuation reserves; and (3) intangible assets. Consolidated Net Tangible Assets shall be determined in accordance with GAAP as of the most recently available date for which quarterly unaudited or annual audited financial statements are available.

"*Consolidated Non-cash Charges*" means, with respect to any Person for any period, the aggregate depreciation, amortization and other non-cash expenses or losses of such Person and its Subsidiaries (Restricted Subsidiaries in the case of the Parent) for such period, determined on a consolidated basis in accordance with GAAP (excluding any such charge which constitutes an accrual of or a reserve for cash charges for any future period or the amortization of a prepaid cash expense paid in a prior period).

"*Consolidated Total Indebtedness*" means, with respect to any Person as of any date of determination, an amount equal to the aggregate amount (without duplication) of all Indebtedness of such Person and its Subsidiaries (Restricted Subsidiaries in the case of the Parent) outstanding at such time.

"*Conversion*" means Atic's conversion under Spanish law from a *sociedad limitada* into a *sociedad anónima*.

"*Covenant Defeasance*" has the meaning set forth under "—Legal Defeasance and Covenant Defeasance."

"*Currency Agreement*" means, with respect to any Person, any foreign exchange contract, currency swap agreement or other similar agreement as to which such Person is a party designed solely to hedge foreign currency risk of such Person.

"*Default*" means an event or condition the occurrence of which is, or with the lapse of time or the giving of notice or both would be, an Event of Default.

"*Designation*" and "*Designation Amount*" have the meanings set forth under "Covenants—Limitation on Designation of Unrestricted Subsidiaries" above.

"*Disqualified Capital Stock*" means that portion of any Capital Stock which, by its terms (or by the terms of any security into which it is convertible or for which it is exchangeable at the option of the holder thereof), or upon the happening of any event, matures or is mandatorily redeemable, pursuant to a sinking fund obligation or otherwise, or is redeemable at the sole option of the holder thereof, in any case, prior to or on the 91st day after the final maturity date of the Notes.

"*Event of Default*" has the meaning set forth under "—Events of Default."

"*Exchange Act*" means the U.S. Securities Exchange Act of 1934, as amended, or any successor statute or statutes thereto.

"*Fair Market Value*" means, with respect to any asset, the price (after taking into account any liabilities relating to such assets) which could be negotiated in an arm's-length free market transaction, for cash, between a willing seller and a willing and able buyer, neither of which is under any compulsion to complete the transaction; provided that, except as specifically provided otherwise in the provisions of the Indenture, the Fair Market Value of any such asset or assets will be determined conclusively by an Officer of the Parent acting in good faith.

"*Fitch*" means Fitch Ratings Inc., or any successor thereto.

"*Four-Quarter Period*" has the meaning set forth in, as applicable, the definition of Consolidated Fixed Charge Coverage Ratio or Consolidated Leverage Ratio above.

"*GAAP*" means generally accepted accounting principles in International Financial Reporting Standards, or IFRS, as applicable, in effect from time to time in the Netherlands or Spain, as applicable. All ratios and computations contained or referred to in the Indenture shall be computed in conformity with GAAP applied on a consistent basis.

"*Governmental Authority*" means any government, court, tribunal, arbitrator, authority, agency, commission, official or other instrumentality of any country, state, county, city or other political subdivision, having jurisdiction over the matter or matters in question.

"*Guarantee*" means any obligation, contingent or otherwise, of any Person directly or indirectly guaranteeing any Indebtedness of any other Person:

(1) to purchase or pay, or advance or supply funds for the purchase or payment of, such Indebtedness of such other Person, whether arising by virtue of partnership arrangements, or by agreement to keep-well, to purchase assets, goods, securities or services, to take-or-pay, or to maintain financial statement conditions or otherwise; or

(2) entered into for purposes of assuring in any other manner the obligee of such Indebtedness of the payment thereof or to protect such obligee against loss in respect thereof, in whole or in part;

provided that "Guarantee" will not include endorsements for collection or deposit in the ordinary course of business. "Guarantee," when used as a verb, has a corresponding meaning.

"*Guarantors*" means the Parent and the Subsidiary Guarantors.

"*Hedging Obligations*" means the obligations of any Person pursuant to any Interest Rate Agreement, Currency Agreement or a Commodity Hedging Agreement.

"*Holder*" means the Person in whose name a Note is registered in the note register pursuant to the terms of the Indenture.

"*Incur*" means, with respect to any Indebtedness or other obligation of any Person, to create, issue, incur (including by conversion, exchange or otherwise), assume, Guarantee or otherwise become liable in respect of such Indebtedness or other obligation on the balance sheet of such Person. "Incurrence," "Incurred" and "Incurring" have corresponding meanings.

"*Indebtedness*" means, with respect to any Person, without duplication:

(1) the principal amount (or, if less, the accreted value) of all obligations of such Person for borrowed money;

(2) the principal amount (or, if less, the accreted value) of all obligations of such Person evidenced by bonds, debentures, notes or other similar instruments;

(3) all Capitalized Lease Obligations of such Person;

(4) all obligations of such Person issued or assumed as the deferred purchase price of property, all conditional sale obligations and all obligations under any title retention agreement (but excluding trade accounts payable in the ordinary course of business);

(5) letters of credit, banker's acceptances or similar credit transactions, including reimbursement obligations in respect thereof (except to the extent reimbursement obligations relate to trade payables in the ordinary course of business and such obligation is satisfied within 20 Business Days of Incurrence);

(6) Guarantees and other contingent obligations of such Person in respect of obligations referred to in clauses (1) through (5) above and clauses (8) through (10) below;

(7) all Indebtedness of any other Person of the type referred to in clauses (1) through (6) above which is secured by any Lien on any property or asset of such Person, the amount of such Indebtedness being deemed to be the lesser of the Fair Market Value of such property or asset and the amount of the Indebtedness so secured;

(8) all net obligations under Hedging Obligations of such Person (the amount of any such obligations to be equal at any time to the termination value of such agreement or arrangement giving rise to such obligation that would be payable by such Person at such time);

(9) all liabilities recorded on the balance sheet of such Person in connection with a sale or other disposition of accounts receivables and related assets; and

(10) all Disqualified Capital Stock issued by such Person with the amount of Indebtedness represented by such Disqualified Capital Stock being equal to the greater of its voluntary or involuntary liquidation preference and its maximum fixed repurchase price, but excluding accrued dividends, if any; *provided* that:

(a) if the Disqualified Capital Stock does not have a fixed repurchase price, such maximum fixed repurchase price will be calculated in accordance with the terms of the Disqualified Capital Stock as if the Disqualified Capital Stock were purchased on any date on which Indebtedness will be required to be determined pursuant to the Indenture; and

(b) if the maximum fixed repurchase price is based upon, or measured by, the Fair Market Value of the Disqualified Capital Stock, the Fair Market Value will be the Fair Market Value thereof.

The amount of Indebtedness of any Person at any date will be the outstanding balance at such date of all unconditional obligations as described above and the maximum liability, upon the occurrence of the contingency giving rise to the obligation, of any contingency obligations at such date. Notwithstanding the foregoing, Indebtedness shall not include cash collateral, deposits, bonds, reimbursements obligations under letters of credit or similar items posted with a taxing authority in respect of taxes being contested in good faith.

"*Independent Financial Advisor*" means an accounting firm, appraisal firm, investment banking firm or consultant of internationally recognized standing that is, in the judgment of the Parent's Board of Directors, qualified to perform the task for which it has been engaged and which is independent in connection with the relevant transaction.

"*Interest Rate Agreement*" means, with respect to any Person, any interest rate protection agreement (including, without limitation, interest rate swaps, caps, floors, collars, derivative instruments and similar agreements) and/or other types of hedging agreements designed solely to hedge interest rate risk of such Person.

"*Investment*" means, with respect to any Person, any:

(1) direct or indirect loan, advance or other extension of credit (including, without limitation, a Guarantee) to any other Person (other than advances or extensions of credit to customers in the ordinary course of business);

(2) capital contribution (by means of any transfer of cash or other property to others or any payment for property or services for the account or use of others) to any other Person; or

(3) any purchase or acquisition by such Person of any Capital Stock, bonds, notes, debentures or other securities or evidences of Indebtedness issued by, any other Person.

"Investment" will exclude accounts receivable or deposits arising in the ordinary course of business. "Invest," "Investing" and "Invested" have corresponding meanings.

For purposes of the "—Limitation on Restricted Payments" covenant, the Parent and any Restricted Subsidiary will be deemed to have made an "Investment" in an Unrestricted Subsidiary at the time of its Designation, which will be valued at the Fair Market Value of the sum of the net assets of such Unrestricted Subsidiary at the time of its Designation and the amount of any Indebtedness of such Unrestricted Subsidiary or owed to the Parent or any Restricted Subsidiary immediately following such Designation. Any property transferred to or from an Unrestricted Subsidiary will be valued at its Fair Market Value at the time of such transfer. If the Parent or any Restricted Subsidiary sells or otherwise disposes of any Capital Stock of a Restricted Subsidiary (including any issuance and sale of Capital Stock by a Restricted Subsidiary) such that, after giving effect to any such sale or disposition, such Restricted Subsidiary would cease to be a Subsidiary of the Parent, the Parent will be deemed to have made an Investment on the date of any such sale or disposition equal to the sum of the Fair Market Value of the Capital Stock of such former Restricted Subsidiary held by the Parent or any Restricted Subsidiary immediately following such sale or other disposition and the amount of any Indebtedness of such former Restricted Subsidiary Guaranteed by the Parent or any Restricted Subsidiary or owed to the Parent or any other Restricted Subsidiary immediately following such sale or other disposition.

For purposes of the "—Limitation on Restricted Payments" covenant, if the Parent and/or any Restricted Subsidiary makes an "Investment" in the form of a Guarantee of Indebtedness of any Affiliate, the Parent or Restricted Subsidiary, as applicable, will be deemed to have made an "Investment" equal to the lesser of the principal amount of the obligation benefitting from such Guarantee, or if limited, the maximum among of such Guarantee at the time of Incurring such Guarantee rather than at the time of any payment in respect of such Guarantee.

"*Investment Grade Rating*" means a rating equal to or higher than (a) BBB-, in the case of S&P; (b) BBB-, in the case of Fitch, and (c) Baa3, in the case of Moody's.

"*Investment Return*" means, in respect of any Investment (other than a Permitted Investment) made after the Issue Date by the Parent or any Restricted Subsidiary:

(1) the cash proceeds received by the Parent upon the sale, liquidation or repayment of such Investment or, in the case of a Guarantee, the amount of the Guarantee upon the unconditional release of the Parent and its Restricted Subsidiaries in full, less any payments previously made by the Parent or any Restricted subsidiary in respect of such Guarantee;

(2) in the case of the Revocation of the Designation of an Unrestricted Subsidiary, an amount equal to the lesser of:

(a) the Parent's Investment in such Unrestricted Subsidiary at the time of such Revocation;

(b) that portion of the Fair Market Value of the net assets of such Unrestricted Subsidiary at the time of Revocation that is proportionate to the Parent's equity interest in such Unrestricted Subsidiary at the time of Revocation; and

(c) the Designation Amount with respect to such Unrestricted Subsidiary upon its Designation which was treated as a Restricted Payment; and

(3) in the event the Parent or any Restricted Subsidiary makes any Investment in a Person that, as a result of or in connection with such Investment, becomes a Restricted Subsidiary, the existing Investment of the Parent and its Restricted Subsidiaries in such Person,

in the case of each of (1), (2) and (3), up to the amount of such Investment that was treated as a Restricted Payment under "—Covenants—Limitation on Restricted Payments" less the amount of any previous Investment Return in respect of such Investment.

"*Issue Date*" means the first date of issuance of Notes under the Indenture.

"*Legal Defeasance*" has the meaning set forth under "—Legal Defeasance and Covenant Defeasance."

"*Lien*" means any lien, mortgage, deed of trust, pledge, security interest, charge or encumbrance of any kind (including any conditional sale or other title retention agreement, any lease in the nature thereof and any agreement to give any security interest); provided that the lessee in respect of a Capitalized Lease Obligation or Sale and Leaseback Transaction will be deemed to have Incurred a Lien on the property leased thereunder.

"*Listing particulars*" means the offering circular for the Notes dated May 14, 2012.

"*Moody's*" means Moody's Investors Service, Inc., or any successor thereto.

"*Net Cash Proceeds*" means, with respect to any Asset Sale, the proceeds in the form of cash or Cash Equivalents, including payments in respect of deferred payment obligations when received in the form of cash or Cash Equivalents received by the Parent or any of its Restricted Subsidiaries from such Asset Sale, net of:

(1) reasonable out-of-pocket expenses and fees relating to such Asset Sale (including, without limitation, legal, accounting and investment banking fees and sales commissions);

(2) taxes paid or payable in respect of such Asset Sale after taking into account any reduction in consolidated tax liability due to available tax credits or deductions and any tax sharing arrangements;

(3) repayment of Indebtedness secured by a Lien permitted under the Indenture that is required to be repaid in connection with such Asset Sale;

(4) all distributions and other payments required to be made to minority interest holders in Subsidiaries or joint ventures as a result of such Asset Sale; and

(5) appropriate amounts to be provided by the Parent or any Restricted Subsidiary, as the case may be, as a reserve, in accordance with GAAP, against any liabilities associated with such Asset Sale and retained by the Parent or any Restricted Subsidiary, as the case may be, after such Asset Sale, including, without limitation, pension and other post-employment benefit liabilities, liabilities related to environmental matters and liabilities under any indemnification obligations associated with such Asset Sale, but excluding any reserves with respect to Indebtedness.

"*Non-Guarantor Restricted Subsidiary*" means Ajethai Co. Ltd., Ayacucho Preforms Co. Ltd., Kola Real Trading, Co. Ltd. and Justpoint Investments S.L. until such time as they shall become Subsidiary Guarantors in accordance with applicable local law and any other Restricted Subsidiary meeting the qualifications provided for in the Indenture.

"*Note Guarantees*" has the meaning set forth under "—Guarantees."

"*Obligations*" means, with respect to any Indebtedness, any principal, interest (including, without limitation, Post-Petition Interest), premium, Additional Amounts, penalties, fees, indemnifications, reimbursements, damages, and other liabilities payable under the documentation governing such Indebtedness, including in the case of the Notes and the Note Guarantees, the Indenture.

"*Officer*" means the Chairman of the Board (if an executive), the Chief Executive Officer, the Chief Financial Officer, the President, the Chief Operating Officer, General Counsel, Chief Accounting Officer, the Treasurer, the Controller or the Secretary of the Issuer, the Parent or a Payor, as the case may be.

"*Officers' Certificate*" means a certificate signed by two Officers.

"*Opinion of Counsel*" means a written opinion of counsel, who may be an employee of or counsel for the Parent or the Issuer and who is reasonably acceptable to the Trustee.

"*Parent Guarantee*" means the Note Guarantee by the Parent.

"*Parent*" has the meaning set forth in the preamble to this section.

"*Permitted Business*" means the business or businesses conducted by the Parent and its Restricted Subsidiaries as of the Issue Date and any business ancillary or complementary thereto.

"*Permitted Holders*" means (i) Jorge Añaños, Ángel Añaños, Álvaro Añaños, Arturo Añaños and Carlos Añaños, and any member of each of their immediate families, and any of their legal heirs (or similar legal succession upon death), (ii) any trust formed by a person referred to in the preceding clause (i) for estate planning purposes and (iii) any other non-natural Person that is an Affiliate of any of the Persons referred to in the preceding clauses (i) and (ii) and with respect to which a Person or Persons listed in the preceding clauses (i) and (ii) holds a majority of the Voting Stock in such Person.

"*Permitted Indebtedness*" has the meaning set forth under clause (2) of "—Covenants—Limitation on Incurrence of Additional Indebtedness."

"*Permitted Investments*" means:

(1) Investments by the Parent or any Restricted Subsidiary in any Person that is, or that result in any Person becoming, immediately after such Investment, a Restricted Subsidiary or constituting a merger or consolidation of such Person into the Parent or with or into a Restricted Subsidiary; provided that such Person is engaged solely in a Permitted Business;

(2) Investments by any Restricted Subsidiary in the Parent or any Restricted Subsidiary (subject to compliance with the provision described in "—Limitation on Guarantees by Restricted Subsidiaries");

(3) Investments in cash and Cash Equivalents;

(4) Investments in existence on the Issue Date;

(5) any extension, modification or renewal of any Investments existing as of the Issue Date (but not Investments involving additional advances, contributions or other investments of cash or property or other increases thereof, other than as a result of the accrual or accretion of interest or original issue discount or payment-in-kind pursuant to the terms of such Investment as of the Issue Date);

(6) Investments permitted pursuant to clause (2)(e) of "—Covenants—Limitation on Transactions with Affiliates;"

(7) Investments received as a result of the bankruptcy or reorganization of any Person or taken in settlement of or other resolution of claims or disputes, and, in each case, extensions, modifications and renewals thereof;

(8) Investments made by the Parent or its Restricted Subsidiaries as a result of non-cash consideration permitted to be received in connection with an Asset Sale made in compliance with the covenant described under "—Covenants—Limitation on Asset Sales;"

(9) Investments arising out of transactions otherwise permitted under clauses 2(c) of "—Covenants—Limitation on Incurrence of Additional Indebtedness;"

(10) receivables owing to the Parent or any Restricted Subsidiary created or acquired in the ordinary course of business and payable or dischargeable in accordance with customary trade terms; provided that such trade terms may include such concessionary trade terms as the Parent or any such Restricted Subsidiary deems reasonable under the circumstances and that are consistent with industry practice;

(11) Investments by the Parent or any Restricted Subsidiary in any Person that is, or that results in any Person becoming, immediately after such Investment, a Restricted Subsidiary; provided that, such Person is engaged solely in a Permitted Business; and

(12) Investments by the Parent or any of its Restricted Subsidiaries, together with all other Investments pursuant to this clause (12), in an aggregate amount at the time of such Investment not to exceed U.S.$25.0 million (or the equivalent in other currencies) outstanding at any one time (with the Fair Market Value of each such Investment being measured at the time made and without giving effect to subsequent changes in value); provided that any Person in which such Investments are made is engaged solely in a Permitted Business.

"*Permitted Liens*" means any of the following Liens:

(1) Liens existing on the Issue Date;

(2) statutory Liens of landlords and Liens of carriers, warehousemen, mechanics, suppliers, materialmen, repairmen and other Liens imposed by law incurred in the ordinary course of business for sums not yet delinquent or being contested in good faith, if such reserve or other appropriate provision, if any, as shall be required by GAAP shall have been made in respect thereof;

(3) Liens Incurred or deposits made in the ordinary course of business in connection with workers' compensation, unemployment insurance and other types of social security, including any Lien securing letters of credit issued in the ordinary course of business consistent with past practice in connection therewith, or to secure the performance of tenders, statutory obligations, surety and appeal bonds, bids, leases, government performance and return-of-money bonds and other similar obligations (exclusive of obligations for the payment of borrowed money);

(4) Liens upon specific items of inventory or other goods and proceeds of any Person securing such Person's obligations in respect of bankers' acceptances issued or created for the account of such Person to facilitate the purchase, shipment or storage of such inventory or other goods;

(5) Liens securing reimbursement obligations with respect to commercial letters of credit which encumber documents and other property relating to such letters of credit and products and proceeds thereof;

(6) Liens encumbering deposits made to secure obligations arising from statutory, regulatory, contractual, or warranty requirements of the Parent or a Restricted Subsidiary, including rights of offset and set-off;

(7) Liens for taxes, assessments or other governmental charges not yet subject to penalties for non-payment or which are being contested in good faith by appropriate proceedings promptly

initiated and diligently conducted, provided that appropriate reserves required pursuant to GAAP have been made in respect thereof;

(8) encumbrances, ground leases, easements or reservations of, or rights of others for, licenses, rights of way, sewers, electric lines, telegraph and telephone lines and other similar purposes, or zoning, building codes or other restrictions (including, without limitation, minor defects or irregularities in title and similar encumbrances) as to the use of real properties or liens incidental to the conduct of the business of such Person or to the ownership of its properties which do not in the aggregate materially adversely affect the value of said properties or materially impair their use in the operation of the business of such Person;

(9) judgment Liens not giving rise to an Event of Default so long as such Lien is adequately bonded and any appropriate legal proceedings which may have been duly initiated for the review of such judgment have not been finally terminated or the period within which such proceeding may be initiated has not expired;

(10) Liens arising solely by virtue of any statutory or common law provisions relating to banker's Liens, rights of set-off or similar rights and remedies as to deposit accounts or other funds maintained with a depositary institution;

(11) Liens securing Hedging Obligations; provided that, in the case of Interest Rate Agreements and Currency Agreements, any applicable related Indebtedness is, and is permitted to be under the Indenture, secured by Liens on the same assets securing such Hedging Obligations;

(12) Liens to secure any Refinancing Indebtedness which is Incurred to Refinance any Indebtedness below which has been secured by a Lien permitted under the covenant described under "—Covenants—Limitation on Liens" not incurred pursuant to clause (15) and which Indebtedness has been Incurred in accordance with "—Covenants—Limitation on Incurrence of Additional Indebtedness;" provided that such new Liens:

(a) are no less favorable to the Holders of Notes and are not more favorable to the lienholders with respect to such Liens than the Liens in respect of the Indebtedness being Refinanced; and

(b) do not extend to any property or assets other than the property or assets securing the Indebtedness Refinanced by such Refinancing Indebtedness;

(13) Liens securing Indebtedness or other obligations of a Restricted Subsidiary owing to the Parent or another Restricting Subsidiary and permitted to be Incurred under the Indenture;

(14) Liens securing Acquired Indebtedness Incurred in accordance with "—Covenants—Limitation on Incurrence of Additional Indebtedness" not incurred in connection with, or in anticipation or contemplation of, the relevant acquisition, merger or consolidation; provided that

(a) such Liens secured such Acquired Indebtedness at the time of and prior to the Incurrence of such Acquired Indebtedness by the Parent or a Restricted Subsidiary and were not granted in connection with, or in anticipation of the Incurrence of such Acquired Indebtedness by the Parent or a Restricted Subsidiary; and

(b) such Liens do not extend to or cover any property of the Parent or any Restricted Subsidiary other than the property that secured the Acquired Indebtedness prior to the time such Indebtedness became Acquired Indebtedness of the Parent or a Restricted Subsidiary and are no more favorable to the lienholders than the Liens securing the Acquired Indebtedness prior to the Incurrence of such Acquired Indebtedness by the Parent or a Restricted Subsidiary;

(15) Liens securing Indebtedness and other obligations permitted to be Incurred pursuant to clauses 2(c) and (k) of the covenant described under "—Limitation on Incurrence of Additional Indebtedness;"

(16) leases, subleases, licenses or sublicenses granted to others in the ordinary course of business which do not materially interfere with the ordinary conduct of the business of the Parent or any Restricted Subsidiary;

(17) Liens arising from rights of set-off with depositary financial institutions;

(18) Liens on Capital Stock or other securities or assets of any Unrestricted Subsidiary that secure Indebtedness of such Unrestricted Subsidiary;

(19) Liens in favor of customs, revenues and other governmental authorities arising in the ordinary course of business; and

(20) judgment Liens not giving rise to an Event of Default.

"*Person*" means an individual, partnership, limited partnership, corporation, company, limited liability company, unincorporated organization, trust or joint venture, or a governmental agency or political subdivision thereof.

"*Post-Petition Interest*" means all interest accrued or accruing after the commencement of any insolvency or liquidation proceeding (and interest that would accrue but for the commencement of any insolvency or liquidation proceeding) in accordance with and at the contract rate (including, without limitation, any rate applicable upon default) specified in the agreement or instrument creating, evidencing or governing any Indebtedness, whether or not, pursuant to applicable law or otherwise, the claim for such interest is allowed as a claim in such insolvency or liquidation proceeding.

"*Preferred Stock*" means, with respect to any Person, any Capital Stock of such Person that has preferential rights over any other Capital Stock of such Person with respect to dividends, distributions or redemptions or upon liquidation.

"*Purchase Money Indebtedness*" means Indebtedness Incurred for the purpose of financing all or any part of the purchase price, or other cost of construction or improvement of any property; provided that the aggregate principal amount of such Indebtedness does not exceed the lesser of the Fair Market Value of such property or such purchase price or cost, including any Refinancing of such Indebtedness that does not increase the aggregate principal amount (or accreted amount, if less) thereof as of the date of the Refinancing.

"*Qualified Capital Stock*" means any Capital Stock that is not Disqualified Capital Stock and any warrants, rights or options to purchase or acquire Capital Stock that is not Disqualified Capital Stock that are not convertible into or exchangeable into Disqualified Capital Stock.

"*Rating Agencies*" means (1) S&P, (2) Moody's and (3) Fitch. In the event that S&P, Moody's or Fitch is no longer in existence or issuing ratings, such organization may be replaced by an internationally recognized statistical rating organization designated by the Parent with notice to the Trustee.

"*Rating Date*" means in connection with a Change of Control Triggering Event, that date which is 90 days prior to the earlier of (x) a Change of Control and (y) a public notice of the occurrence of a Change of Control or of the intention by the Parent or any other Person or Persons to effect a Change of Control.

"*Rating Decline*" means in connection with a Change of Control Triggering Event, the occurrence, on or within 90 days after the earlier to occur of public notice of (i) the occurrence of a Change of Control or (ii) the intention by the Parent or any other Person or Persons to effect a Change of Control (which period will be extended for an additional 90 days so long as the rating of the Notes is under publicly announced consideration for possible downgrade by any of the Rating Agencies expressly as a result of the Change of Control Triggering Event) of any of the events listed below, in each case expressly as a result of such Change of Control:

(a) in the event the Notes have an Investment Grade Rating by at least two Rating Agencies on the Rating Date, the rating of the Notes by any such Rating Agencies will be decreased such that the Notes shall cease to have an Investment Grade Rating from at least two Rating Agencies; or

(b) in the event the Notes do not have an Investment Grade Rating by any two Rating Agencies on the Rating Date, the rating of the Notes by any such Rating Agencies will be decreased by one or more gradations (including gradations within Rating Categories as well as between Rating Categories).

"*Refinance*" means, in respect of any Indebtedness, to issue any Indebtedness in exchange for or to refinance, replace, defease or refund such Indebtedness in whole or in part. "Refinanced" and "Refinancing" have correlative meanings.

"*Refinancing Indebtedness*" means Indebtedness of the Parent or any Restricted Subsidiary issued to Refinance any other Indebtedness of the Parent or a Restricted Subsidiary so long as:

(1) the aggregate principal amount (or initial accreted value, if applicable) of such new Indebtedness as of the date of such proposed Refinancing does not exceed the aggregate principal amount (or initial accreted value, if applicable) of the Indebtedness being Refinanced (plus the amount of any premium required to be paid under the terms of the instrument governing such Indebtedness and the amount of reasonable expenses incurred by the Parent and the Restricted Subsidiaries in connection with such Refinancing);

(2) such new Indebtedness has:

(a) a Weighted Average Life to Maturity that is equal to or greater than the Weighted Average Life to Maturity of the Indebtedness being Refinanced; and

(b) a final maturity that is equal to or later than the final maturity of the Indebtedness being Refinanced; and

(3) if the Indebtedness being Refinanced is:

- Indebtedness of the Parent, then such Refinancing Indebtedness will be Indebtedness of the Parent;

- Indebtedness of a Restricted Subsidiary, then such Refinancing Indebtedness will be Indebtedness of the Parent and/or such Restricted Subsidiary; and

- Subordinated Indebtedness, then such Refinancing Indebtedness will be subordinate to the Notes or any relevant Note Guarantee, if applicable, at least to the same extent and in the same manner as the Indebtedness being Refinanced.

"*Reorganization*" means the corporate reorganization of the Parent and its subsidiaries for tax reasons in connection with the Conversion.

"*Restricted Payment*" has the meaning set forth under "—Covenants—Limitation on Restricted Payments."

"*Restricted Subsidiary*" means any Subsidiary of the Parent or any Restricted Subsidiary which at the time of determination is not an Unrestricted Subsidiary.

"*Revocation*" has the meaning set forth under "—Covenants—Limitation on Designation of Unrestricted Subsidiaries."

"*Sale and Leaseback Transaction*" means any direct or indirect arrangement with any Person or to which any such Person is a party providing for the leasing to the Parent or a Restricted Subsidiary of any property, whether owned by the Parent or any Restricted Subsidiary at the Issue Date or later acquired, which has been or is to be sold or transferred by the Parent or such Restricted Subsidiary to such Person or to any other Person by whom funds have been or are to be advanced on the security of such Property.

"*S&P*" means Standard & Poor's Rating Service or any successor thereto.

"*SEC*" means the U.S. Securities and Exchange Commission.

"*Senior Indebtedness*" means the Notes and the Note Guarantees and any other Indebtedness of the Parent or any Restricted Subsidiary that ranks equal in right of payment with the Notes or the relevant Note Guarantee, as the case may be.

"*Shareholder Royalty Payments*" means any (1) payments of the Parent or the Restricted Subsidiaries under the Contrato de Cesión de Formulas, originally dated as of December 31, 2009 and most recently renewed prior to the Issue Date as of December 31, 2011, by and among Ángel Eduardo Añaños Jerí, Arturo Fernando Añaños Jerí, Álvaro Nivardo Añaños Jerí and Ajeper, S.A., a *sociedad anónima* organized under the laws of the Republic of Perú (excluding payments made to any of the Parent or any Restricted Subsidiary) and any other future amendment, modification, supplement, extension or renewal, (2) Contrato de Cesión de Formulas, originally dated as of December 31, 2009 and most recently renewed prior to the Issue Date as of December 31, 2011, by and among Ángel Eduardo Añaños Jerí, Arturo Fernando Añaños Jerí, Álvaro Nivardo Añaños Jerí and Ajeper Del Oriente S.A., a *sociedad anónima* organized under the laws of the Republic of Perú and (3) any other existing or future written or informal agreement or other arrangement with a Permitted Holder providing for monetary or other compensation (other than to the Parent or any Restricted Subsidiary) for the use of any formulas, trade secrets, trademarks or brands or similar assets regarding any beverage currently produced or sold now or in the future by the Parent or any Restricted Subsidiary.

"*Significant Subsidiary*" means a Subsidiary of the Parent that would constitute a "Significant Subsidiary" of the Parent in accordance with Rule 1-02 under Regulation S-X under the Securities Act in effect on the Issue Date.

"*Stated Maturity*" means, with respect to any security, the date specified in such security as the fixed date on which the final payment of principal of such security is due and payable, including pursuant to any mandatory redemption provision (but excluding any provision providing for the repurchase of such security at the option of the holder thereof upon the happening of any contingency unless such contingency has occurred).

"*Subordinated Indebtedness*" means, with respect to the Parent or any Restricted Subsidiary, any Indebtedness of the Parent or such Restricted Subsidiary, as the case may be, which is expressly subordinated in right of payment to the Notes or the relevant Note Guarantee, as the case may be.

"*Subsidiary*" means, with respect to any Person, any other Person of which such Person owns, directly or indirectly, more than 50.0% of the voting power of the other Person's outstanding Voting Stock.

"*Subsidiary Guarantee*" means the unconditional guarantee, on a joint and several basis, of the full and prompt payment of all Obligations of the Issuer under the Indenture and the Notes, in accordance with the terms of the Indenture.

"*Subsidiary Guarantor*" means any Restricted Subsidiary of the Parent other than an Non-Guarantor Restricted Subsidiary.

"*Surviving Entity*" has the meaning set forth under "—Covenants—Limitation on Merger, Consolidation and Sale of Assets."

"*Thailand Subsidiaries*" means Ajethai Co. Ltd., Ayacucho Preforms Co. Ltd. and Kola Real Trading, Co. Ltd.

"*Unrestricted Subsidiary*" means any Subsidiary of the Parent Designated as an Unrestricted Subsidiary pursuant to "—Covenants—Limitation on Designation of Unrestricted Subsidiaries." Any such Designation may be revoked by a Board Resolution of the Parent, subject to the provisions of such covenant.

"*Voting Stock*" means, with respect to any Person, securities of any class of Capital Stock of such Person then outstanding and normally entitled to vote in the election of members of the Board of Directors (or equivalent governing body) of such Person. The term "normally entitled" means without regard to any contingency.

"*Weighted Average Life to Maturity*" means, when applied to any Indebtedness at any date, the number of years (calculated to the nearest one-twelfth) obtained by dividing:

(1) the then outstanding aggregate principal amount or liquidation preference, as the case may be, of such Indebtedness into

(2) the sum of the products obtained by multiplying:

  (a) the amount of each then remaining installment, sinking fund, serial maturity or other required payment of principal or liquidation preference, as the case may be, including payment at final maturity, in respect thereof, by

  (b) the number of years (calculated to the nearest one-twelfth) which will elapse between such date and the making of such payment.

"*Wholly Owned Subsidiary*" means, for any Person, any Subsidiary (Restricted Subsidiary in the case of the Parent) of which all the outstanding Capital Stock (other than, in the case of a Subsidiary not organized in the United States, directors' qualifying shares or an immaterial amount of shares required to be owned by other Persons pursuant to applicable law) is owned by such Person or any other Person that satisfies this definition in respect of such Person.

ERISA AND CERTAIN OTHER CONSIDERATIONS

The following discussion is not intended or written to be used, and cannot be used by any person, for the purpose of avoiding U.S. federal tax penalties, and was written to support the promotion or marketing of the offering. Each prospective investor should seek advice based on such person's particular circumstances from an independent tax advisor.

The U.S. Employee Retirement Income Security Act of 1974, as amended ("ERISA"), imposes certain requirements on "employee benefit plans" (as defined in Section 3(3) of ERISA) subject to ERISA, including entities such as collective investment funds and separate accounts whose underlying assets include the assets of such plans (collectively, ERISA plans) and on those persons who are fiduciaries with respect to ERISA plans. Investments by ERISA plans are subject to ERISA's general fiduciary requirements, including the requirement of investment prudence and diversification and the requirement that an ERISA plan's investments be made in accordance with the documents governing the ERISA plan. The prudence of a particular investment must be determined by the responsible fiduciary of the ERISA plan by taking into account the ERISA plan's particular circumstances and all of the facts and circumstances of the investment including, but not limited to, the matters discussed above under "Risk Factors."

Section 406 of ERISA and Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), prohibit certain transactions involving the assets of an ERISA plan (as well as those plans that are not subject to ERISA but which are subject to Section 4975 of the Code, such as individual retirement accounts (together with ERISA plans, Plans)) and certain persons (referred to as "parties in interest" for purposes of ERISA or "disqualified persons" for purposes of the Code) having certain relationships to such Plans, unless a statutory or administrative exemption is applicable to the transaction. Among other possible adverse results, a party in interest or disqualified person who engages in a prohibited transaction may be subject to excise taxes and other penalties and liabilities under ERISA and the Code.

Prohibited transactions within the meaning of Section 406 of ERISA or Section 4975 of the Code may arise if any Notes (or interests in Notes) are acquired by a Plan with respect to which we or the initial purchaser or any of their respective affiliates is a party in interest or a disqualified person. Certain exemptions from the prohibited transaction provisions of Section 406 of ERISA and Section 4975 of the Code may be applicable, however, depending in part on the type of Plan fiduciary making the decision to acquire Notes and the circumstances under which such decision is made. We cannot assure you that any exemption will be available with respect to any particular transaction involving the Notes, or, if available, that any particular exemption will cover all possible prohibited transactions.

Governmental plans, foreign plans and certain church and other plans, while not subject to the fiduciary responsibility provisions of ERISA or the prohibited transaction provisions of Section 406 of ERISA or Section 4975 of the Code, may nevertheless be subject to other U.S. federal, state, local or foreign laws that are substantially similar to the foregoing provisions of ERISA and the Code. Fiduciaries of any such plans should consult with their counsel before purchasing any Notes.

By its acquisition of any Notes or interests in Notes, the purchaser thereof, and any transferee thereof, will be deemed to have represented and agreed either that (a) it is not (and for so long as it holds the Notes or interests in Notes will not be), and is not acting on behalf of (and for so long as it holds any Note or interest therein will not be acting on behalf of) (i) an "employee benefit plan" as defined in and subject to Title I of ERISA, (ii) a "plan" as defined in and subject to Section 4975 of the Code, (iii) any entity whose underlying assets include, or are deemed for purposes of ERISA or the Code to include, "plan assets" by reason of such employee benefit plan's or plan's investment in the entity (any of the foregoing, a Benefit Plan Investor), or (iv) a governmental, church or foreign or other employee benefit plan which is subject to any U.S. federal, state, local or non-U.S. law that is substantially similar to the provisions of Section 406 of ERISA or Section 4975 of the Code (a "Similar Law"), or (b) its acquisition, holding or disposition of the Notes or interests in Notes will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code (or, in the case of another employee benefit plan subject to Similar Law, a violation of any such Similar Law).

The foregoing discussion is general in nature and not intended to be all inclusive. Any Plan fiduciary who proposes to cause a Plan to purchase any Notes or interests in Notes should consult with its counsel regarding the applicability of the fiduciary responsibility and prohibited transaction provisions of ERISA and Section 4975 of the Code to such an investment, and to confirm that such investment will not constitute or result in a prohibited transaction or any other violation of an applicable requirement of ERISA.

The sale of Notes or interests in Notes to a Plan is in no respect a representation by us or the initial purchaser that such an investment meets all relevant requirements with respect to investments by Plans generally or any particular Plan, or that such an investment is appropriate for Plans generally or any particular Plan.

BOOK-ENTRY, DELIVERY AND FORM

The Notes are being offered and sold only:

- to qualified institutional buyers in reliance on Rule 144A (the "Rule 144A Notes"); or

- in offshore transactions in reliance on Regulation S (the "Regulation S Notes").

The Notes will be issued in fully registered global form in minimum denominations of U.S.$150,000 and integral multiples of U.S.$1,000 in excess thereof. Rule 144A Notes initially will be represented by a single permanent global certificate (which may be subdivided) without interest coupons (the "Rule 144A Global Note"). Regulation S Notes initially will be represented by a single permanent global certificate (which may be subdivided) without interest coupons (the "Regulation S Global Note" and, together with the Rule 144A Global Note, the "Global Notes").

The Global Notes will be deposited upon issuance with the Trustee as custodian for The Depository Trust Company ("DTC"), in New York, New York, and registered in the name of DTC or its nominee for credit to an account of a direct or indirect participant in DTC, including Euroclear Bank S.A./N.V., as operator of the Euroclear System ("Euroclear"), and Clearstream Banking, société anonyme ("Clearstream"), as described below under "— Depositary Procedures."

Except as set forth below, the Global Notes may be transferred, in whole and not in part, only to another nominee of DTC or to a successor of DTC or its nominee. Beneficial interests in the Global Notes may not be exchanged for Notes in certificated form except in the limited circumstances described below under "— Exchange of Book-Entry Notes for Certificated Notes."

The Notes will be subject to certain restrictions on transfer and will bear a restrictive legend as described under "Transfer Restrictions" in these listing particulars. In addition, transfers of beneficial interests in the Global Notes will be subject to the applicable rules and procedures of DTC and its direct or indirect participants (including, if applicable, those of Euroclear and Clearstream), which may change from time to time.

Depositary Procedures

The following description of the operations and procedures of DTC, Euroclear and Clearstream are provided solely as a matter of convenience. These operations and procedures are solely within the control of the respective settlement systems and are subject to changes by them. We take no responsibility for these operations and procedures and urge investors to contact the systems or their participants directly to discuss these matters.

DTC is a limited-purpose trust company created to hold securities for its participating organizations (collectively, the "Participants") and facilitate the clearance and settlement of transactions in those securities between Participants through electronic book-entry changes in accounts of its Participants. The Participants include securities brokers and dealers (including the initial purchasers), banks, trust companies, clearing corporations and certain other organizations. Access to DTC's system is also available to other entities such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Participant, either directly or indirectly (collectively, the "Indirect Participants"). Persons who are not Participants may beneficially own securities held by or on behalf of DTC only through Participants or Indirect Participants. DTC has no knowledge of the identity of beneficial owners of securities held by or on behalf of DTC. DTC's records reflect only the identity of Participants to whose accounts securities are credited. The ownership interests and transfer of ownership interests of each beneficial owner of each security held by or on behalf of DTC are recorded on the records of the Participants and Indirect Participants.

Pursuant to procedures established by DTC:

- upon deposit of the Global Notes, DTC will credit the accounts of Participants designated by the initial purchasers with portions of the principal amount of the Global Notes; and

- ownership of such interests in the Global Notes will be maintained by DTC (with respect to the Participants) or by the Participants and the Indirect Participants (with respect to other owners of beneficial interests in the Global Notes).

Investors in the Global Notes may hold their interests therein directly through DTC, if they are Participants in such system, or indirectly through organizations (including Euroclear and Clearstream) that are Participants or Indirect Participants in such system. Euroclear and Clearstream will hold interests in the Notes on behalf of their participants through customers' securities accounts in their respective names on the books of their respective depositaries. The depositaries, in turn, will hold interests in the Notes in customers' securities accounts in the depositaries' names on the books of DTC.

All interests in a Global Note, including those held through Euroclear or Clearstream, will be subject to the procedures and requirements of DTC. Those interests held through Euroelear or Clearstream will also be subject to the procedures and requirements of those systems. The laws of some states require that certain persons take physical delivery of certificates evidencing securities they own. Consequently, the ability to transfer beneficial interests in a Global Note to such persons will be limited to that extent. Because DTC can act only on behalf of Participants, which in turn act on behalf of Indirect Participants, the ability of beneficial owners of interests in a Global Note to pledge such interests to persons or entities that do not participate in the DTC system, or otherwise take actions in respect of such interests, may be affected by the lack of a physical certificate evidencing such interests. For certain other restrictions on the transferability of the Notes, see "— Exchange of Book-Entry Notes for Certificated Notes. "

Except as described below, owners of interests in the Global Notes will not have Notes registered in their names, will not receive physical delivery of Notes in certificated form and will not be considered the registered owners or holders thereof under the Indenture for any purpose.

Payments in respect of the principal of and premium, if any, and interest on a Global Note registered in the name of DTC or its nominee will be remitted by the Trustee (or the Paying Agents if other than the Trustee) to DTC in its capacity as the registered holder under the Indenture. The Issuer and the Trustee will treat the persons in whose names the Notes, including the Global Notes, are registered as the owners thereof for the purpose of receiving such payments and for any and all other purposes whatsoever. Consequently, none of the Issuer, the Trustee or any agent of the Issuer or the Trustee has or will have any responsibility or liability for:

- any aspect of DTC's records or any Participant's or Indirect Participant's records relating to or payments made on account of beneficial ownership interests in the Global Notes, or for maintaining, supervising or reviewing any of DTC's records or any Participant's or Indirect Participant's records relating to the beneficial ownership interests in the Global Notes; or

- any other matter relating to the actions and practices of DTC or any of its Participants or Indirect Participants.

DTC has advised the Issuer that its current practice is to credit the accounts of the relevant Participants with the payment on the payment date in amounts proportionate to their respective holdings in the principal amount of the relevant security as shown on the records of DTC, unless DTC has reason to believe it will not receive payment on such payment date. Payments by the Participants and the Indirect Participants to the beneficial owners of Notes will be governed by standing instructions and customary practices and will be the responsibility of the Participants or the Indirect Participants and will not be the responsibility of DTC, the Trustee or the Issuer. Neither the Issuer nor the Trustee nor any agent of the Issuer or the Trustee will be liable for any delay by DTC or any of its Participants in identifying the beneficial owners of the Notes, and the Issuer and the Trustee and their respective agents may conclusively rely on and will be protected in relying on instructions from DTC or its nominee for all purposes.

Except for trades involving only Euroclear and Clearstream participants, interests in the Global Notes are expected to be eligible to trade in DTC's Same-Day Funds Settlement System and secondary market trading activity in such interests will therefore settle in immediately available funds, subject in all cases to the rules and procedures of DTC and its Participants.

Subject to the transfer restrictions described under "Transfer Restrictions" in these listing particulars, transfers between Participants in DTC will be effected in accordance with DTC's procedures, and will be settled in same-day funds, and transfers between participants in Euroclear and Clearstream will be effected in accordance with their respective rules and operating procedures.

Subject to the transfer restrictions described under "Transfer Restrictions" in these listing particulars, cross-market transfers between Participants in DTC, on the one hand, and Euroclear or Clearstream participants, on the other hand, will be effected through DTC in accordance with DTC's rules on behalf of Euroclear or Clearstream, as the case may be, by their depositaries. Cross-market transactions will require delivery of instructions to Euroclear or Clearstream, as the ease may be, by the counterparty in that system in accordance with the rules and procedures and within the established deadlines (Brussels time) of that system. Euroclear or Clearstream, as the case may be, will, if the transaction meets its settlement requirements, deliver instructions to its respective depositaries to take action to effect final settlement on its behalf by delivering or receiving interests in the relevant Global Note in DTC, and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to DTC. Euroclear and Clearstream participants may not deliver instructions directly to the depositaries for Euroelear or Clearstream.

Because of time zone differences, the securities account of a Euroclear or Clearstream participant purchasing an interest in a Global Note from a Participant in DTC will be credited and reported to the relevant Euroclear or Clearstream participant, during the securities settlement processing day (which must be a business day for Euroclear and Clearstream) immediately following the settlement date of DTC. DTC has advised the Issuer that cash received in Euroclear or Clearstream as a result of sales of interests in a Global Note by or through a Euroclear or Clearstream participant to a Participant in DTC will be received with value on the settlement date of DTC but will be available in the relevant Euroclear or Clearstream cash account only as of the business day for Euroclear or Clearstream following DTC's settlement date.

DTC has advised the Issuer that it will take any action permitted to be taken by a holder of Notes only at the direction of one or more Participants to whose account with DTC interests in the Global Notes are credited and only in respect of such portion of the aggregate principal amount of the Notes as to which such Participant or Participants has or have given such direction.

Although DTC, Euroclear and Clearstream have agreed to the foregoing procedures to facilitate transfers of interests in the Global Notes among participants in DTC, Euroelear and Clearstream, they are under no obligation to perform or to continue to perform such procedures, and the procedures may be discontinued at any time. Neither the Issuer nor the Trustee will have any responsibility for the performance by DTC, Euroclear or Clearstream or their respective participants or indirect participants of their respective obligations under the rules and procedures governing their operations.

The information in this section concerning DTC, Euroclear and Clearstream and their book-entry systems has been obtained from sources that the Issuer believes to be reliable, but the Issuer takes no responsibility for the accuracy thereof.

Exchange of Book-Entry Notes for Certificated Notes

The Global Notes are exchangeable for certificated notes in definitive, fully registered form without interest coupons (the "Certificated Notes") only in the following limited circumstances:

- DTC notifies the Issuer that it is unwilling or unable to continue as depositary for the Global Note or DTC ceases to be a clearing agency registered under the Exchange Act at a time when DTC is required to be so registered in order to act as depositary, and in each ease the Issuer fails to appoint a successor depositary within 90 days of such notice;

- the Issuer notifies the Trustee in writing that the Global Note shall be so exchangeable; or
- if there shall have occurred and be continuing an Event of Default with respect to the Notes.

In all cases, Certificated Notes delivered in exchange for any Global Note or beneficial interests therein will be registered in the names, and issued in any approved denominations, requested by or on behalf of DTC (in accordance with its customary procedures) and will bear the applicable restrictive legend referred to in "Transfer Restrictions" in these listing particulars, unless the Issuer determines otherwise in accordance with the Indenture and in compliance with applicable law.

Transfers Within and Between Global Notes

Through and including the 40th day after the later of the commencement of the offering of the Notes and the closing of the offering, (the "40-day Period") beneficial interests in the Regulation S Global Note may be transferred to a person who takes delivery in the form of an interest in the Rule 144A Global Note only if such transfer is made pursuant to Rule 144A and the transferor first delivers to the Trustee a certificate (in the form provided in the Indenture) to the effect that such transfer is being made to a person who the transferor reasonably believes is a qualified institutional buyer within the meaning of Rule 144A in a transaction meeting the requirements of Rule 144A and in accordance with all applicable securities laws of the states of the United States and other jurisdictions. After the expiration of the 40-day Period, beneficial interests in the Regulation S Global Note may be transferred to a person who takes delivery in the form of a beneficial interest in the Rule 144A Global Note without compliance with these certification requirements.

Beneficial interests in the Rule 144A Global Note may be transferred to a person who takes delivery in the form of a beneficial interest in the Regulation S Global Note only upon receipt by the Trustee of a written certification (in the form provided in the Indenture) from the transferor to the effect that such transfer is being made in accordance with Regulation S or Rule 144 under the Securities Act (if available).

The Trustee shall be entitled to receive such evidence as may be reasonably requested by them to establish the identity and/or signatures of the transferor and transferee.

Transfers of beneficial interests within a Global Note may be made without delivery of any written certification or other documentation from the transferor or the transferee.

Transfers of beneficial interests in the Regulation S Global Note for beneficial interests in the Rule 144A Global Note or vice versa will be effected by DTC by means of an instruction originated by the Trustee through the DTC Deposit/Withdraw at Custodian system. Accordingly, in connection with any transfer, appropriate adjustments will be made to reflect a decrease in the principal amount of the Regulation S Global Note and a corresponding increase in the principal amount of the Rule 144A Global Note or vice versa, as applicable. Any beneficial interest in one of the Global Notes that is transferred to a person who takes delivery in the form of an interest in another Global Note will, upon transfer, cease to be an interest in such Global Note and will become an interest in the other Global Note and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to beneficial interests in such other Global Note for so long as it remains such an interest.

TAXATION

Netherlands Tax Considerations

General

The following is a general summary of certain Netherlands tax consequences of the acquisition, holding, settlement, redemption and disposal of the Notes. This summary does not purport to describe all possible tax considerations or consequences that may be relevant to a holder or prospective holder of Notes and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as holders that are subject to taxation in Bonaire, St. Eustatius and Saba or trusts or similar arrangements) may be subject to special rules. In view of its general nature, it should be treated with corresponding caution. Holders or prospective holders of Notes should consult with their tax advisors with regard to the tax consequences of investing in the Notes in their particular circumstances. The discussion below is included for general information purposes only.

Except as otherwise indicated, this summary only addresses Netherlands national tax legislation and published regulations, as in effect on the date hereof and as interpreted in published case law until this date, without prejudice to any amendment introduced at a later date and implemented with or without retroactive effect.

Please note that with the exception of the section on withholding tax below, the summary does not describe the Netherlands tax consequences for:

(i) holders of Notes if such holders - either alone, or in the case of an individual, if his/her partner (as defined in The Netherlands Income Tax Act 2001, in Dutch: "Wet inkomstenbelasting 2001") or certain of their relatives by blood or marriage in the direct line (including foster children), hold a substantial interest or deemed substantial interest in the Issuer under The Netherlands Income Tax Act 2001. Generally speaking, a holder of securities in a company is considered to hold a substantial interest in such company, if such holder alone or, in the case of individuals, together with his/her partner (as defined in The Netherlands Income Tax Act 2001), directly or indirectly, holds or is deemed to hold (i) an interest of 5 % or more of the total issued and outstanding capital of that company or of 5 % or more of the issued and outstanding capital of a certain class of shares of that company; or (ii) holds rights to acquire, directly or indirectly, such interest (whether issued or to be issued); or (iii) holds certain profit sharing rights in that company that relate to 5 % or more of the company's annual profits and/or to 5 % or more of the company's liquidation proceeds. A deemed substantial interest arises if a substantial interest (or part thereof) in a company has been disposed of, or is deemed to have been disposed of, on a non-recognition basis;

(ii) pension funds, investment institutions (in Dutch: "fiscale beleggingsinstellingen"), exempt investment institutions (in Dutch: "vrijgestelde beleggingsinstellingen") (as defined in The Netherlands Corporate Income Tax Act 1969 (in Dutch: "Wet op de vennootschapsbelasting 1969")) and other entities that are exempt from Netherlands corporate income tax; and

(iii) holders of Notes who receive or have received the Notes as employment income, deemed employment income or receive benefits from the Notes as a remuneration or deemed remuneration for activities performed by such holders or certain individuals related to such holders (as defined in the Netherlands Income Tax Act 2001).

Withholding tax

All payments of principal or interest made by the Issuer under the Notes may be made free of withholding or deduction of, for or on account of any taxes of whatever nature imposed, levied, withheld or assessed by the Netherlands or any political subdivision or taxing authority thereof or therein.

Taxes on income and capital gains

Residents of the Netherlands

Generally speaking, if the holder of the Notes is an entity that is a resident or deemed to be resident of the Netherlands for Netherlands corporate income tax purposes, any benefits under the Notes or any gain or loss realised on the disposal or deemed disposal of the Notes is subject to Netherlands corporate income tax at a rate of 25% (a corporate income tax rate of 20% applies with respect to taxable profits up to €200,000, the bracket for 2012).

If a holder of the Notes is an individual, resident or deemed to be resident of the Netherlands for Netherlands income tax purposes (including the non resident individual holder who has made an election for the application of the rules of The Netherlands Income Tax Act 2001 as they apply to residents of the Netherlands), any benefits under the Notes or any gain or loss realised on the disposal or deemed disposal of the Notes is taxable at the progressive income tax rates (with a maximum of 52%), if:

(i) the Notes are attributable to an enterprise from which the holder of the Notes derives a share of the profit, whether as an entrepreneur (ondernemer) or as a person who has an interest in such enterprise without being a shareholder (medegerechtigde) (as defined in The Netherlands Income Tax Act 2001); or

(ii) the holder of the Notes is considered to perform activities with respect to the Notes that go beyond ordinary asset management (in Dutch: "normaal, actief vermogensbeheer") or derives benefits from the Notes that are (otherwise) taxable as benefits from other activities (in Dutch: "resultaat uit overige werkzaamheden").

If the above mentioned conditions (i) and (ii) do not apply to the individual holder of the Notes, such holder will be taxed annually on a deemed income of 4% of his/her net investment assets for the year at an income tax rate of 30%. The net investment assets for the year (in Dutch: "rendementsgrondslag") are the fair market value of the investment assets less the allowable liabilities on January 1 of the relevant calendar year. The Notes are included as investment assets. A tax free allowance may be available. An actual gain or loss in respect of the Notes is as such not subject to Netherlands income tax.

Non residents of the Netherlands

A holder of Notes that is neither resident nor deemed to be resident of the Netherlands nor, in the case of an individual, has made an election for the application of the rules of The Netherlands Income Tax Act 2001 as they apply to residents of the Netherlands will not be subject to Netherlands taxes on income or capital gains in respect of any benefits under the Notes or in respect of any gain or loss realised on the disposal or deemed disposal of the Notes, provided that:

(i) such holder does not derive profits - whether as an entrepreneur (in Dutch: "ondernemer") or pursuant to an interest in such enterprise, without being a shareholder (in Dutch: "medegerechtigde") - from an enterprise or deemed enterprise (as defined in The Netherlands Income Tax Act 2001 and The Netherlands Corporate Income Tax Act 1969) which, in whole or in part, is either effectively managed in the Netherlands or carried on through a permanent establishment, a deemed permanent establishment or a permanent representative in the Netherlands and to which enterprise or part of an enterprise the Notes are attributable; and

(ii) in the event the holder is an individual, such holder does not carry out any activities in the Netherlands with respect to the Notes that go beyond ordinary asset management and does not derive benefits from the Notes that are (otherwise) taxable as benefits from other activities in the Netherlands.

Gift and inheritance taxes

Residents of the Netherlands

Gift or inheritance taxes may arise in the Netherlands with respect to a transfer of the Notes by way of a gift by, or on the death of, a holder of such Notes who is resident or deemed resident of the Netherlands at the time of the gift or his/her death.

Non residents of the Netherlands

No Netherlands gift or inheritance taxes will arise on the transfer of Notes by way of gift (in form or in substance) by, or in the case of an individual, on the death of, a holder of Notes who is neither resident nor deemed to be resident in the Netherlands, unless:

(i) in the case of a gift of a Note by an individual who at the date of the gift was neither resident nor deemed to be resident in the Netherlands, such individual dies within 180 days after the date of the gift, while being resident or deemed to be resident in the Netherlands; or

(ii) the transfer is otherwise construed as a gift or inheritance made by, or on behalf of, a person who, at the time of the gift or death, is or is deemed to be resident in the Netherlands.

For purposes of the above, a gift of Notes made under a condition precedent (in Dutch: "opschortende voorwaarde") is deemed to be made at the time the condition precedent is satisfied.

For purposes of Netherlands gift and inheritance taxes, among others, a person that holds the Netherlands nationality will be deemed to be resident in the Netherlands if such person has been resident in the Netherlands at any time during the ten years preceding the date of the gift or his/her death. Additionally, for purposes of Netherlands gift tax, among others, a person not holding the Netherlands nationality will be deemed to be resident in the Netherlands if such person has been resident in the Netherlands at any time during the twelve months period preceding the date of the gift. Applicable tax treaties may override deemed residency.

Value added tax (VAT)

No Netherlands VAT will be payable by the holders of the Notes on any payment in consideration for the issue of the Notes or with respect to a cash payment by the Issuer under the Notes.

Other taxes and duties

No Netherlands registration tax, customs duty, stamp duty, transfer tax or any other similar documentary tax or duty, other than court fees, will be payable by the holders of the Notes in respect of or in connection with (i) the execution, delivery and/or enforcement by legal proceedings (including the enforcement of any foreign judgment in the courts of the Netherlands) of the documents relating to the issue of the Notes, (ii) the performance by the Issuer of its obligations under such documents or under the Notes or (iii) the transfer of Notes.

European Union Savings Directive

On June 3, 2003, the EU Council of Economic and Finance Ministers adopted the European Union Savings Directive effective from July 1, 2005. Under the directive, each Member State is required to provide to the tax authorities of another Member State details of payments of interest within the meaning of the European Union Savings Directive or other similar income paid by a paying agent within the meaning of the European Union Savings Directive, to an individual resident or certain types of entities called "residual entities", within the meaning of the European Union Savings Directive, established in that other Member State (or certain dependent or associated territories). For a transitional period, however, Austria and Luxembourg are permitted (unless during that period they elect otherwise) to apply an optional information reporting system whereby if a beneficial owner, within the meaning of the European Union Savings Directive, does not comply with one of two procedures for information reporting, the relevant Member State will levy a withholding tax on payments to such beneficial owner. The transitional period is to terminate at the end of the first full fiscal year following agreement by certain non-EU countries to the exchange of information relating to such payments.

Also with effect from July 1, 2005, a number of non-EU countries and territories, including Switzerland, have agreed to adopt similar measures.

The European Commission has announced on November 13, 2008 proposals to amend the European Union Savings Directive. The European Parliament approved an amended version of this proposal on April 24, 2009. If implemented, the proposed amendments may amend or broaden the scope of the requirements described above.

Spanish Tax Considerations

When Atic Guarantees the Notes in accordance with the provisions of the indenture governing the Notes, payments made under Atic's Guarantee in respect of interest due under the Notes to other investors may be subject to a final withholding tax of 21%. This withholding may be eliminated completely in certain circumstances if appropriate certifications are made. If the exemption is not available, the withholding may be reduced for payments to an investor that is eligible to claim the benefits of a tax treaty between Spain and another jurisdiction, provided the relevant formalities are met. Subject to certain exceptions, Atic will be required to pay such additional amounts as will result in receipt by holders of the Notes of the amounts that would have been paid had there been no withholding of Spanish tax.

U.S. Federal Income Tax Considerations

The discussion of tax matters in these listing particulars is not intended or written to be used, and cannot be used by any person, for the purpose of avoiding U.S. federal, state or local tax penalties, and was written to support the promotion or marketing of the offering. Each taxpayer should seek advice based on its particular circumstances from an independent tax advisor.

The following summary discusses the principal U.S. federal income tax consequences of the acquisition, ownership and disposition of the Notes. Except as specifically noted below, this discussion applies only to:

- Notes purchased on original issuance at their "issue price," which is set out on the cover page of these listing particulars;
- Notes held as capital assets (generally, Notes held for investment); and
- U.S. Holders (as defined below).

This discussion does not describe all of the tax consequences that may be relevant in light of a Holder's particular circumstances or to Holders subject to special rules, such as:

- financial institutions;
- insurance companies;
- dealers or traders in securities or foreign currencies;
- certain U.S. expatriates;
- Holders subject to the alternative minimum tax;
- persons holding Notes as part of a hedging transaction, "straddle," conversion transaction or other integrated transaction;
- U.S. Holders whose functional currency is not the U.S. Dollar; or

- partnerships or other entities classified as partnerships for U.S. federal income tax purposes.

This summary is based on the Code, administrative pronouncements, judicial decisions and final, temporary and proposed U.S. Treasury Regulations, each as currently in effect, changes to any of which subsequent to the date of these listing particulars may affect the tax consequences described below, possibly retroactively. This summary does not address any U.S. federal income tax consequences other than U.S. federal income tax consequences (such as the estate and gift tax or the Medicare tax on net investment income). Persons considering purchasing Notes should consult their tax advisors with regard to the application of the U.S. federal income tax laws to their particular situations as well as any tax consequences arising under the laws of any U.S. state, local or non-U.S. taxing jurisdiction.

U.S. Holders

As used herein, the term "U.S. Holder" means a beneficial owner of a Note that is for U.S. federal income tax purposes:

- a citizen or individual resident of the United States;

- a corporation created or organized in or under the laws of the United States, any state thereof or the District of Columbia; or

- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

If an entity that is classified as a partnership for U.S. federal income tax purposes holds Notes, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and upon the activities of the partnership. A partnership considering an investment in Notes should consult its own tax advisors about the consequences to its partners of the acquisition ownership or other disposition of Notes by the partnership.

U.S. Federal Income Tax Characterization of the Notes

No authority directly addresses the characterization of securities like the Notes for U.S. federal income tax purposes and no ruling will be requested from the U.S. Internal Revenue Service (the "IRS") as to the characterization of the Notes for such purposes. To the extent relevant for U.S. federal income tax purposes, the Issuer intends to treat the Notes as indebtedness for such purposes consistent with their form. It is possible, however, that the Notes could be treated as equity interests in the Issuer, indebtedness of the Parent or as other types of financial instruments. No assurance can be given that the IRS will not assert, or a court would not sustain, a position regarding the characterization of the Notes that is contrary to this discussion. If the Notes were treated as equity interests in the Issuer, U.S. Holders would likely be treated as owning interests in a passive foreign investment company (or "PFIC"), which could have materially adverse tax consequences for a U.S. Holder. Persons considering purchasing Notes should consult their tax advisors as to the consequences to them of alternative characterizations of the Notes including the possibility that the Notes will be classified as equity interest in a PFIC and the consequences of owning an equity interest in a PFIC. The discussion below assumes that the Notes will be treated as debt for U.S. federal income tax purposes.

Payments of Interest

Interest paid on a Note (and additional amounts, if any) will be taxable to a U.S. Holder as ordinary interest income at the time it accrues or is received in accordance with the U.S. Holder's method of accounting for U.S. federal income tax purposes. Interest income earned by a U.S. Holder with respect to a Note will constitute foreign source income for U.S. federal income tax purposes, which may be relevant in determining the U.S. Holder's ability to claim foreign tax credits.

For U.S. federal income tax purposes, U.S. Holders will be treated as having received the amount of any foreign taxes withheld by the Issuer and as then having paid over the withheld taxes to the foreign taxing authorities. As a result of this rule, the amount included in gross income for U.S. federal income tax purposes by a U.S. Holder with respect to a payment of interest, plus any additional amounts with respect thereto, will be greater than the amount of cash actually received (or receivable) by the U.S. Holder from the Issuer with respect to the payment. Subject to certain limitations, a U.S. Holder will generally be entitled to a credit against its U.S. federal income tax liability, or a deduction in computing its U.S. federal taxable income, for foreign income taxes withheld by us. Any election to deduct foreign taxes instead of claiming foreign tax credits must apply to all applicable foreign taxes paid or accrued in the taxable year. The U.S. foreign tax credit rules are very complex. U.S. Holders should consult their advisors with respect to the application of these rules to their particular circumstances.

Sale, Exchange or Retirement of the Notes

Upon the sale, exchange or retirement of a Note, a U.S. Holder generally will recognize capital gain or loss equal to the difference between the amount realized on the sale, exchange or retirement and the Holder's adjusted tax basis in the Note. A U.S. Holder's adjusted tax basis in a Note generally will equal the acquisition cost of the Note. For these purposes, the amount realized does not include any amount attributable to accrued but unpaid interest on the Note, which will be treated like a payment of interest. Gain or loss realized on the sale, exchange or retirement of a Note will be long-term capital gain or loss if at the time of sale, exchange or retirement the U.S. Holder has held the Note for more than one year. The ability to recognize capital losses is subject to limitations.

Information Reporting and Backup Withholding

Information returns may be filed with the IRS in connection with payments on the Notes and the proceeds from a sale or other disposition of the Notes. A U.S. Holder may be subject to U.S. backup withholding on these payments if it fails to provide its tax identification number to the paying agent and comply with certain certification procedures or otherwise establish an exemption from backup withholding. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against the Holder's U.S. federal income tax liability and may entitle it to a refund, provided that the required information is timely furnished to the IRS.

U.S. Holders should consult their tax advisors regarding any reporting or filing obligations that may arise as a result of their acquiring, owning or disposing of the Notes.

The above description is not intended to constitute a complete analysis of all tax consequences relating to the ownership of the Notes. Prospective purchasers of the Notes should consult their tax advisors concerning the tax consequences of their particular situations.

PLAN OF DISTRIBUTION

Subject to the terms and conditions set forth in a purchase agreement among the Issuer, Atic, the Subsidiary Guarantors and the initial purchasers, we have agreed to sell to the initial purchasers, and each of the initial purchasers has agreed, severally and not jointly, to purchase from us, the principal amount of Notes set forth opposite its name below.

Initial purchaser	Principal Amount of Notes
Merrill Lynch, Pierce, Fenner & Smith Incorporated	$ 117,857,000
Banco Internacional del Perú S.A.A.	96,429,000
Jefferies & Company, Inc.	48,750,000
Rabo Securities USA, Inc.	26,250,000
Santander Investment Securities Inc.	10,714,000
Total	$ 300,000,000

Subject to the terms and conditions set forth in the purchase agreement, the initial purchasers have agreed, severally and not jointly, to purchase all of the Notes sold under the purchase agreement if any of these Notes are purchased. If an initial purchaser defaults, the purchase agreement provides that the purchase commitments of the nondefaulting initial purchasers may be increased or the purchase agreement may be terminated.

The Issuer, Atic and the Subsidiary Guarantors have agreed to indemnify the initial purchasers against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the initial purchasers may be required to make in respect of those liabilities.

Commissions and Discounts

The initial purchasers propose initially to offer the Notes at the offering price set forth on the cover page of these listing particulars. After the initial offering, the offering price or any other term of the offering may be changed. The initial purchasers may offer and sell Notes through certain of their affiliates.

Notes Are Not Being Registered

The Notes have not been registered under the Securities Act or any state securities laws. The initial purchasers propose to offer the Notes for resale in transactions not requiring registration under the Securities Act or applicable state securities laws, including sales pursuant to Rule 144A and Regulation S. The initial purchasers will not offer or sell the Notes except to persons they reasonably believe to be qualified institutional buyers or pursuant to offers and sales to non-U.S. persons that occur outside of the United States within the meaning of Regulation S. Each purchaser of the Notes will be deemed to have made acknowledgments, representations and agreements as described under “Transfer Restrictions.”

New Issue of Notes

The Notes are a new issue of securities with no established trading market. We will apply to list the Notes on the Official List of the Irish Stock Exchange and to trade the Notes on the Global Exchange Market. We have been advised by the initial purchasers that they presently intend to make a market in the Notes after completion of the offering. However, they are under no obligation to do so and may discontinue any market-making activities at any time without any notice. We cannot assure the liquidity of the trading market for the Notes. If an active trading market for the Notes does not develop, the market price and liquidity of the Notes may be adversely affected. If the Notes are traded, they may trade at a discount from their initial offering price, depending on prevailing interest rates, the market for similar securities, our operating performance and financial condition, general economic conditions and other factors.

Settlement

We expect that delivery of the Notes will be made to investors on or about May 14, 2012, which will be the fourth business day following the date of these listing particulars (such settlement being referred to as T+4). Under Rule 15c6-1 under the Securities Exchange Act of 1934, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes prior to the delivery of the Notes hereunder may be required, by virtue of the fact that the Notes initially settle in T+4, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the Notes who wish to trade the Notes prior to their date of delivery hereunder should consult their advisers.

No Sales of Similar Securities

We have agreed that we will not, for a period of 180 days after the date of these listing particulars, without first obtaining the prior written consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated, directly or indirectly, issue, sell, offer to contract or grant any option to sell, pledge, transfer or otherwise dispose of, any debt securities or securities exchangeable for or convertible into debt securities, except for the Notes sold to the initial purchasers pursuant to the purchase agreement.

Short Positions

In connection with the offering, the initial purchasers may purchase and sell the Notes in the open market. These transactions may include short sales and purchases on the open market to cover positions created by short sales. Short sales involve the sale by the initial purchasers of a greater principal amount of Notes than they are required to purchase in the offering. The initial purchasers must close out any short position by purchasing Notes in the open market. A short position is more likely to be created if the initial purchasers are concerned that there may be downward pressure on the price of the Notes in the open market after pricing that could adversely affect investors who purchase in the offering.

Similar to other purchase transactions, the initial purchasers' purchases to cover the syndicate short sales may have the effect of raising or maintaining the market price of the Notes or preventing or retarding a decline in the market price of the Notes. As a result, the price of the Notes may be higher than the price that might otherwise exist in the open market.

Neither we nor any of the initial purchasers make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the Notes. In addition, neither we nor any of the initial purchasers make any representation that the initial purchasers will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

Notice to Prospective Investors in the European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date"), no offer of Notes may be made to the public in that Relevant Member State other than:

A. to any legal entity which is a qualified investor as defined in the Prospectus Directive;

B. to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the initial purchasers; or

C. in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of Notes shall require the Issuer or the initial purchasers to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

These listing particulars have been prepared on the basis that any offer of Notes in any Relevant Member State will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of Notes which are the subject of the offering contemplated in these listing particulars may only do so in circumstances in which no obligation arises for the Issuer or any of the initial purchasers to publish a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. Neither the Issuer nor the initial purchasers have authorized, nor do they authorize, the making of any offer of Notes in circumstances in which an obligation arises for the Issuer or the initial purchasers to publish a prospectus for such offer.

For the purpose of the above provisions, the expression "an offer to the public" in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in the Relevant Member State by any measure implementing the Prospectus Directive in the Relevant Member State, the expression "Prospectus Directive" means Directive 2003/71/EC (including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member States) and includes any relevant implementing measure in the Relevant Member State, and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

Notice to Prospective Investors in Peru

The Notes and the information contained in these listing particulars have not been and will not be registered with or approved by the Peruvian Capital Markets Superintendency (*Superintendencia del Mercado de Valores*) or the Lima Stock Exchange. This notice is for informative purposes only and it does not constitute a public offering of any kind.

The Notes have been registered with the Foreign Investment And Derivatives Instruments Registry (*Registro de Instrumentos de Inversión y de Operaciones de Cobertura de Riesgo Extranjeros*) of the SBS in order to make the Notes eligible for Peruvian pension fund investment, as required by Peruvian legislation. This registration was approved on May 8, 2012 and its effectiveness is conditioned on the delivery of the final listing particulars and other ancillary documents to the SBS.

Notice to Prospective Investors in the United Kingdom

In addition, in the United Kingdom, this document is being distributed only to, and is directed only at, and any offer subsequently made may only be directed at persons who are "qualified investors" (as defined in the Prospectus Directive) (i) who have professional experience in matters relating to investments falling within Article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") and/or (ii) who are high net worth companies (or persons to whom it may otherwise be lawfully communicated) falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as relevant persons). This document must not be acted on or relied on in the United Kingdom by persons who are not relevant persons. In the United Kingdom, any investment or investment activity to which this document relates is only available to, and will be engaged in with, relevant persons.

Notice to Prospective Investors in France

Neither these listing particulars nor any other offering material relating to the notes described in these listing particulars has been submitted to the clearance procedures of the *Autorité des Marchés Financiers* or of the competent authority of another member state of the European Economic Area and notified to the *Autorité des Marchés Financiers*. The Notes have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France. Neither these listing particulars nor any other offering material relating to the Notes has been or will be:

- released, issued, distributed or caused to be released, issued or distributed to the public in France; or
- used in connection with any offer for subscription or sale of the notes to the public in France.

Such offers, sales and distributions will be made in France only:

- to qualified investors (*investisseurs qualifiés*) and/or to a restricted circle of investors (*cercle restraint d'investisseurs*), in each case investing for their own account, all as defined in, and in accordance with, articles L.411-2, D.411-1, D.411-2, D.734-1, D.744-1, D.754-1 and D.764-1 of the French *Code monétaire et financier*;
- to investment services providers authorized to engage in portfolio management on behalf of third parties; or
- in a transaction that, in accordance with article L.411-2-II-1°-or-2°-or 3° of the French *Code monétaire et financier* and article 211-2 of the General Regulations (*Règlement Général*) of the *Autorité des Marchés Financiers*, does not constitute a public offer (*appel public à l'épargne*).

The Notes may be resold directly or indirectly, only in compliance with articles L.411-1, L.411-2, L.412-1 and L.621-8 through L.621-8-3 of the French *Code monétaire et financier*.

Notice to Prospective Investors in Hong Kong

This prospectus has not been approved by or registered with the Securities and Futures Commission of Hong Kong or the Registrar of Companies of Hong Kong. The Notes will not be offered or sold in Hong Kong other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance. No advertisement, invitation or document relating to the Notes which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) has been issued or will be issued in Hong Kong or elsewhere other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

Notice to Prospective Investors in Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended) and, accordingly, will not be offered or sold, directly or indirectly, in Japan, or for the benefit of any Japanese Person or to others for re-offering or resale, directly or indirectly, in Japan or to any Japanese Person, except in compliance with all applicable laws, regulations and ministerial guidelines promulgated by relevant Japanese governmental or regulatory authorities in effect at the relevant time. For the purposes of this paragraph, "Japanese Person" shall mean any person resident in Japan, including any corporation or other entity organized under the laws of Japan.

Notice to Prospective Investors in Singapore

This prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes may not be circulated or distributed, nor may the Notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act (Chapter 289) (the "SFA"), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA. Where the Notes are subscribed or purchased under

Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, then securities, debentures and units of securities and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the securities under Section 275 except: (i) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (ii) where no consideration is given for the transfer; or (iii) by operation of law.

Notice to Prospective Investors in Thailand

This document has not been approved by the Thailand Securities and Exchange Commission. No Nil Paid Rights, Fully Paid Rights and/or New Shares may be offered or sold in Thailand or to any resident of Thailand except in compliance with Clause 24 of the Thailand Capital Market Supervisory Board's Notification No. Tor.Jor. 28/2551 dated 15 December 2008, as amended, and other applicable regulations of the Thailand Securities and Exchange Commission and Capital Market Supervisory Board.

Notice to Prospective Investors in Switzerland

These listing particulars do not constitute an issue prospectus pursuant to Article 652a or Article 1156 of the Swiss Code of Obligations and the Notes will not be listed on the SIX Swiss Exchange. Therefore, these listing particulars may not comply with the disclosure standards of the listing rules (including any additional listing rules or prospectus schemes) of the SIX Swiss Exchange. Accordingly, the Notes may not be offered to the public in or from Switzerland, but only to a selected and limited circle of investors who do not subscribe to the Notes with a view to distribution. Any such investors will be individually approached by the initial purchasers from time to time.

Notice to Prospective Investors in Chile

The Notes may not be offered or sold in Chile, directly or indirectly, by means of a "Public Offer" (as defined under Chilean Securities Law (Law No 18,045 and regulations from the Superintendencia de Valores y Seguros of the Republic of Chile)). Chilean institutional investors (such as banks, pension funds and insurance companies) are required to comply with specific restrictions relating to the purchase of the Notes.

The Netherlands

The Notes which are the subject of the offering contemplated by these listing particulars have not been and may not be offered, sold, delivered or transferred to the public in the Netherlands (i) in reliance on Article 3(2) of the Prospectus Directive if and to the extent article 5:20(5) of the Netherlands Financial Supervision Act (*Wet op het financieel toezicht*) applies, or (ii) in reliance on Article 1(2)(h) of the Prospectus Directive, in each case unless such offer is made exclusively to qualified investors in the Netherlands as defined in the Prospectus Directive provided that no such offer of Notes shall require the Issuer or any manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive. For the purposes of this provision, the expressions (i) an "offer of Notes to the public" in relation to any Notes in the Netherlands, and (ii) "Prospectus Directive", have the meaning given to them above in the paragraph headed with "Notice to Prospective Investors in the European Economic Area".

Other Relationships

Some of the initial purchasers and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions. In particular, Rabobank Nederland, New York branch, an affiliate of Rabo Securities USA, Inc., one of the initial purchasers in this offering, has entered into a U.S.$100 million unsecured guaranteed loan agreement with Atic, which will be prepaid with the proceeds of this offering. Additionally, Interbank, one of the initial purchasers in this offering, has entered into a U.S.$28.4 million secured credit facility with Atic, which will also be prepaid with the proceeds of this offering. Furthermore, Banco Santander, S.A., an affiliate of Santander Investment Securities Inc., one of the initial purchasers in this offering, has entered into an unsecured credit facility with for U.S.$8.0 million.

In addition, in the ordinary course of their business activities, the initial purchasers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. Certain of the initial purchasers or their affiliates that have a lending relationship with us routinely hedge their credit exposure to us consistent with their customary risk management policies. Typically, such initial purchasers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the Notes offered hereby. Any such short positions could adversely affect future trading prices of the Notes offered hereby. The initial purchasers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

TRANSFER RESTRICTIONS

The Notes have not been registered under the Securities Act or any securities laws of any jurisdiction, and may not be offered or sold, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of, the Securities Act and such other securities laws. Accordingly, the Notes are being offered hereby only (1) to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A and (2) outside of the United States in reliance upon Regulation S under the Securities Act, to non-U.S. persons who will be deemed to make certain representations to us and others prior to the investment in the Notes.

Each purchaser of the Notes that is purchasing in a sale made in reliance on Rule 144A or Regulation S will be deemed to have acknowledged, represented and agreed as follows:

(1) The purchaser

(a) (i) is a qualified institutional buyer and is aware that the sale to it is being made in reliance on Rule 144A and (ii) is acquiring the Notes for its own account or for the account of another qualified institutional buyer, or

(b) is not a U.S. person, as such term is defined in Rule 902 of Regulation S under the Securities Act, is not acquiring the Notes for the account or benefit of a U.S. person and is purchasing the Notes in an offshore transaction in accordance with Regulation S.

(2) The purchaser understands that the Notes are being offered in transactions not involving any public offering in the United States within the meaning of the Securities Act, that the Notes have not been registered under the Securities Act or any securities laws of any jurisdiction and that:

(a) the Notes may be offered, resold, pledged or otherwise transferred only (i) to a person who is a qualified institutional buyer in a transaction meeting the requirements of Rule 144A, outside the United States to a non-U.S. person in a transaction meeting the requirements of Rule 904 of Regulation S under the Securities Act, or in accordance with another exemption from the registration requirements of the Securities Act (and based upon an opinion of counsel, if the issuer so requests), (ii) to the issuer or its affiliates or (iii) pursuant to an effective registration statement and, in each case, in accordance with any applicable securities laws of any State of the United States or any other applicable jurisdiction, and

(b) the purchaser will, and each subsequent holder is required to, notify any subsequent purchaser from it of the resale restrictions set forth in (a) above.

(3) The purchaser confirms that:

(a) such purchaser has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of purchasing the Notes and that such purchaser and any accounts for which it is acting are each able to bear the economic risks of its or their investment;

(b) such purchaser is not acquiring the Notes with a view towards any distribution thereof in a transaction that would violate the Securities Act or the securities laws of any State of the United States or any other applicable jurisdiction; provided that the disposition of its property and the property of any accounts for which such purchaser is acting as fiduciary will remain at all times within its control; and

(c) such purchaser has received a copy of these listing particulars and acknowledges that such purchaser has had access to such financial and other information and has been afforded an opportunity to ask such questions of our representative and receive answers thereto as it has deemed necessary in connection with its decision to purchase the Notes.

(4) The purchaser represents by its purchase and holding of Notes or any interest therein that either (A) it is not and (for so long as it holds a note or any interest therein will not be), and is not acting on behalf of (and for so long as it holds the Notes or interest therein will not be acting on behalf of) (i) an “employee benefit plan” as defined in Section 3(3) of ERISA, that is subject to Title I of ERISA, (ii) a “plan” as defined in and subject to Section 4975 of the Code, (iii) an entity whose underlying assets include, are deemed for purposes of ERISA or the Code to include, “plan assets” by reason of such employee benefit plan’s or plan’s investment in the entity, or (iv) an employee benefit plan which is subject to Similar Law, or (B) its purchase, holding or disposition of the Notes (or any interest therein) will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code (or, in the case of another employee benefit plan subject to Similar Law, a violation of any such Similar Law).

(5) The purchaser understands that the certificates evidencing the Notes will, unless otherwise agreed by us, bear a legend substantially to the following effect:

THIS SECURITY HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN ACCORDANCE WITH THE FOLLOWING SENTENCE. BY ITS ACQUISITION HEREOF OR OF A BENEFICIAL INTEREST HEREIN, THE ACQUIRER:

(1) REPRESENTS THAT IT, AND ANY ACCOUNT FOR WHICH IT IS ACTING, IS A “QUALIFIED INSTITUTIONAL BUYER” (WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT) AND THAT IT EXERCISES SOLE INVESTMENT DISCRETION WITH RESPECT TO EACH SUCH ACCOUNT, OR

(2) REPRESENTS THAT IT IS NOT A U.S. PERSON, IS NOT ACQUIRING THIS SECURITY FOR THE ACCOUNT OF OR BENEFIT OF A U.S. PERSON AND IS ACQUIRING THIS SECURITY IN AN OFFSHORE TRANSACTION IN COMPLIANCE WITH REGULATION S UNDER THE SECURITIES ACT, AND

(3) AGREES FOR THE BENEFIT OF THE ISSUER THAT IT WILL NOT OFFER, SELL, PLEDGE OR OTHERWISE TRANSFER THIS SECURITY OR ANY BENEFICIAL INTEREST HEREIN, EXCEPT:

(A) TO THE ISSUER OR ANY AFFILIATE THEREOF, OR

(B) PURSUANT TO A REGISTRATION STATEMENT THAT HAS BECOME EFFECTIVE UNDER THE SECURITIES ACT, OR

(C) TO A QUALIFIED INSTITUTIONAL BUYER IN COMPLIANCE WITH RULE 144A UNDER THE SECURITIES ACT, OR

(D) TO A NON-U.S. PERSON IN COMPLIANCE WITH REGULATION S UNDER THE SECURITIES ACT, OR

(E) PURSUANT TO AN AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

PRIOR TO THE REGISTRATION OF ANY TRANSFER IN ACCORDANCE WITH (3)(E) ABOVE, THE ISSUER RESERVES THE RIGHT TO REQUIRE THE DELIVERY OF SUCH LEGAL OPINIONS, CERTIFICATIONS OR OTHER EVIDENCE AS MAY REASONABLY BE REQUIRED BY IT IN ORDER TO DETERMINE THAT THE PROPOSED TRANSFER IS BEING MADE IN COMPLIANCE WITH THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. NO REPRESENTATION IS MADE AS TO THE AVAILABILITY OF ANY EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

BY ITS PURCHASE AND HOLDING OF THIS SECURITY (OR ANY INTEREST HEREIN), THE PURCHASER OR HOLDER WILL BE DEEMED TO HAVE REPRESENTED AND AGREED THAT EITHER (A) IT IS NOT AND FOR SO LONG AS IT HOLDS THIS SECURITY (OR ANY INTEREST HEREIN) WILL NOT BE, AND IS NOT ACTING ON BEHALF OF (AND FOR SO LONG AS IT HOLDS THIS SECURITY OR ANY INTEREST THEREIN WILL NOT BE ACTING ON BEHALF OF) (I) AN "EMPLOYEE BENEFIT PLAN" AS DEFINED IN SECTION 3(3) OF THE U.S. EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("ERISA") THAT IS SUBJECT TO TITLE I OF ERISA, (II) A "PLAN" AS DEFINED IN AND SUBJECT TO SECTION 4975 OF THE U.S. INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"), (III) AN ENTITY WHOSE UNDERLYING ASSETS INCLUDE, OR ARE DEEMED FOR PURPOSES OF ERISA OR THE CODE TO INCLUDE, "PLAN ASSETS" BY REASON OF SUCH EMPLOYEE BENEFIT PLAN'S OR PLAN'S INVESTMENT IN THE ENTITY, OR (IV) A GOVERNMENTAL, CHURCH OR FOREIGN OR OTHER EMPLOYEE BENEFIT PLAN WHICH IS SUBJECT TO ANY U.S. FEDERAL, STATE, LOCAL, OR NON-U.S. LAW THAT IS SUBSTANTIALLY SIMILAR TO THE PROVISIONS OF SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE ("SIMILAR LAW"), OR (B) ITS PURCHASE, HOLDING AND DISPOSITION OF THIS SECURITY (OR ANY INTEREST HEREIN) WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE (OR, IN THE CASE OF ANOTHER EMPLOYEE BENEFIT PLAN SUBJECT TO SIMILAR LAW, A VIOLATION OF ANY SUCH SIMILAR LAW).

THE LEGEND ABOVE MAY BE REMOVED ONLY AT THE OPTION OF THE ISSUER.

(6) The purchaser acknowledges that the issuer and the initial purchasers and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of the foregoing acknowledgements, representations and agreements deemed to have been made by it are no longer accurate, it will promptly notify the issuer and the initial purchasers. If such purchaser is acquiring the Notes as a fiduciary or agent for one or more investor accounts, such purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

LEGAL MATTERS

Certain legal matters will be passed on for us by Clifford Chance US LLP, U.S. counsel to us, and by Milbank, Tweed, Hadley & McCloy LLP, U.S. counsel to the initial purchasers. Certain matters of Dutch law will be passed upon by Nauta Dutilh, N.V., special Dutch counsel to us, and by Loyens & Loeff N.V., special Dutch counsel to the initial purchasers.

INDEPENDENT ACCOUNTANTS

Our Audited Consolidated Financial Statements as of and for the year ended December 31, 2011, 2010 and 2009, included elsewhere in these listing particulars, have been audited by PricewaterhouseCoopers Auditores, S.L., independent auditors, as stated in their report included elsewhere in these listing particulars. PricewaterhouseCoopers Auditores, S.L. is registered under number S0242 with the Registro Oficial de Auditores de Cuentas in Spain and its registered address is Torre PwC, Pº de la Castellana 259B, 28046 Madrid, Spain.

LISTING AND GENERAL INFORMATION

The Notes have been accepted for clearance and settlement through DTC and its direct and indirect participants, including Euroclear and Clearstream. The CUSIP, Common Code and ISIN numbers for the Notes are as follows:

	Restricted Global Note	Regulation S Global Note
CUSIP	009705 AA2	N01766 AA7
Common Code	078286652	078286725
ISIN	US009705AA23	USN01766AA73

1. Grupo Embotellador ATIC, S.L., is a Spanish limited liability company (sociedad limitada) formed on December 14, 2005 with an indefinite term, and governed under the Laws of Spain. The address of its registered office is Avenida de la Vega, 1, Edificio 1, Piso 2, Oficina Este, 28108, Alcobendas, Madrid, Spain, and the telephone number of its registered office is +34 916624725. Its tax registration number is B 84570290. We are a leading, independent producer and distributor of carbonated soft drinks, nectar and citrus drinks, bottled water, isotonics, beer, tea and other beverages throughout Latin America (Colombia, Peru, Venezuela, Central America, Mexico, Ecuador and Brazil) and in Thailand.

2. Ajecorp B.V., is a Netherlands private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under Dutch law on April 27, 2012 with an indefinite term. The address of its registered office is Herengracht 518 H, 1017CC Amsterdam, the Netherlands, and the telephone number of its registered office is +31 (0)20 7155914. Its registration number with the Dutch trade register of the Chamber of Commerce is 55202160. Ajecorp B.V. is a finance company.

3. Physical and electronic copies of our Audited Consolidated Financial Statements as of and for each of the three years ended December 31, 2011, 2010 and 2009, our future audited consolidated annual financial statements, and our future unaudited consolidated quarterly financial statements, if any, and physical and electronic copies of our articles of association and our by-laws, as well as the indenture (including forms of Notes and the Note Guarantees), will be available for the life of the Notes free of charge at the offices of the paying agent and any other paying agent.

4. Except as disclosed in this offering memorandum, there has been no material adverse change or significant change in the financial or trading position of the group which has occurred since since December 31, 2011, the date of the last financial period for which either audited financial information or interim financial information have been published.

5. Except as disclosed in this offering memorandum, in the previous twelve months, we were not involved and the Issuer was not involved in any litigation or arbitration or governmental proceedings relating to claims or amounts that are material in the context of this offering, nor so far as we are aware is any such litigation, governmental proceeding or arbitration threatened.

6. Except as disclosed in these listing particulars, there are no recent events particular to us which are to a material extent relevant to the evaluation of our solvency.

7. Except as disclosed in these listing particulars, there are no conflicts of interest between us and our officers and directors that are material in the context of this offering.

8. We intend to apply to list the Notes on the Official List of the Irish Stock Exchange and to trade the Notes on the Global Exchange Market. No certainty can be given that the application once made, will be granted. Furthermore, admission of the Notes to the Official List and trading on the Global Exchange Market is not an indication of the merits of the Issuer, the Guarantors or the Notes. There can be no assurance that a trading market in the Notes will develop or be maintained. We will comply with any undertakings assumed or undertaken by us from time to time to the Irish Stock Exchange in connection with the Notes, and we will furnish to them all such information as the rules of the Irish Stock Exchange may require in connection with the listing of the Notes.

9. The issuance of the Notes was authorized by the Issuer's board of directors on May 2, 2012. The issuance of each of the Note Guarantees was authorized by the board of directors of each Guarantor on

or prior to May 8, 2012.

10. PricewaterhouseCoopers Auditores, S.L. has agreed to the inclusion of its report in these listing particulars in the form and context in which it is included.

11. The expenses related to the admission of the notes to the Global Exchange Market of the Irish Stock Exchange are expected to be approximately €4,940.

INDEX TO FINANCIAL STATEMENTS

Audited Consolidated Financial Statements of Grupo Embotellador ATIC, S.L. and Subsidiaries as of and for the Year Ended December 31, 2011

Audited Consolidated Financial Statements of Grupo Embotellador ATIC, S.L. and Subsidiaries as of and for the Year Ended December 31, 2010

Audited Consolidated Financial Statements of Grupo Embotellador ATIC, S.L. and Subsidiaries as of and for the Year Ended December 31, 2009

GRUPO EMBOTELLADOR ATIC, S.L.

Auditors' Report,
Consolidated Annual Accounts at 31st December 2011
and 2011 Management Report

This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.

AUDITOR'S REPORT ON CONSOLIDATED ANNUAL ACCOUNTS

To the shareholders of Grupo Embotellador Atic, S.L.:

We have audited the consolidated annual accounts of Grupo Embotellador Atic, S.L. (parent company) and its subsidiaries (the group), consisting of the consolidated balance sheet at 31 December 2011, the consolidated income statement, the consolidated statement of other comprehensive income, the consolidated statement of changes in equity, the consolidated cash flow statement and related notes to the consolidated annual accounts for the year then ended. As explained in Note 2, the directors of the company are responsible for the preparation of these consolidated annual accounts in accordance with the International Financial Reporting Standards as endorsed by the European Union, and other provisions of the financial reporting framework applicable to the group. Our responsibility is to express an opinion on the consolidated annual accounts taken as a whole, based on the work performed in accordance with the legislation governing the audit practice in Spain, which requires the examination, on a test basis, of evidence supporting the annual accounts and an evaluation of whether their overall presentation, the accounting principles and criteria applied and the estimates made are in accordance with the applicable financial reporting framework.

In our opinion, the accompanying consolidated annual accounts for 2011 present fairly, in all material respects, the consolidated financial position of Grupo Embotellador Atic, S.L. and its subsidiaries at 31 December 2011 and the consolidated results of its operations and the consolidated cash flows for the year then ended in accordance with the International Financial Reporting Standards as endorsed by the European Union, and other provisions of the applicable financial reporting framework.

Without qualifying our audit opinion, as explained in note 31, during the year the Group has carried out significant transactions with related parties, according with the conditions agreed between them.

The accompanying consolidated director's Report for 2011 contains the explanations which the parent company´s directors consider appropriate regarding the group's situation, the development of its business and other matters and does not form an integral part of the consolidated annual accounts. We have verified that the accounting information contained in the consolidated directors' Report is in agreement with that of the consolidated annual accounts for 2011. Our work as auditors is limited to checking the consolidated directors' Report in accordance with the scope mentioned in this paragraph and does not include a review of information other than that obtained from the accounting records of Grupo Embotellador Atic, S.L. and its subsidiaries.

PricewaterhouseCoopers Auditores, S.L.

Originally signed by Luis Sánchez Quintana
Audit Partner

April 29, 2012

PricewaterhouseCoopers Auditores, S.L., Torre PwC, Pº de la Castellana 259 B, 28046 Madrid, España
Tel.: +34 915 684 400 / +34 902 021 111, Fax: +34 913 083 566, www.pwc.com/es

R. M. Madrid, hoja 87.250-1, folio 75, tomo 9.267, libro 8.054, sección 3ª
Inscrita en el R.O.A.C. con el número S0242 - CIF: B-79 031290

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails

GRUPO EMBOTELLADOR ATIC, S. L.
AND SUBSIDIARIES

Consolidated financial statements and consolidated Directors' Report at December 31, 2011

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails

GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES
Consolidated balance sheet
(In thousand euros)

		As at December 31	
ASSETS	**Notes**	**2011**	**2010**
NON-CURRENT ASSETS		**392,745**	**356,567**
Property, plant and equipment	5	361,805	333,222
Intangible assets	6	627	333
Investments in associates	34	60	-
Deferred tax assets	18	22,269	15,384
Available-for-sale financial assets	8	1,078	867
Other receivables	9	6,906	6,761
CURRENT ASSETS		**296,717**	**227,164**
Inventories	10	97,373	78,705
Current income tax assets	26	30,877	21,979
Trade and other receivables	9	150,913	117,195
Other financial assets at fair value through profit or loss	11	-	565
Cash and cash equivalents	13	17,554	8,720
TOTAL ASSETS		**689,462**	**583,731**

Notes 1 to 34 attached are an integral part of these consolidated financial statements.

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails

GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES
Consolidated balance sheet
(In thousand euros)

		At December 31	
EQUITY AND LIABILITIES	**Notes**	**2011**	**2010**
EQUITY		**137,093**	**137,109**
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT			
Share capital	14	9,866	9,866
Accumulated translation difference	15	14,578	10,978
Retained earnings	15	74,904	76,850
Total equity attributable to the Company's shareholders		99,348	97,694
Non-controlling interests	31	37,745	39,415
NON-CURRENT LIABILITIES		**194,489**	**122,242**
Borrowings	17	160,323	96,075
Current income tax liabilities	26	7,762	10,565
Deferred tax liabilities	18	19,404	14,417
Provisions for other liabilities and charges	19	7,000	1,185
CURRENT LIABILITIES		**357,880**	**324,380**
Borrowings	17	80,832	80,494
Trade and other payables	16	262,084	229,153
Current income tax liabilities	26	14,196	9,741
Provisions for other liabilities and charges	19	768	4,992
TOTAL EQUITY AND LIABILITIES		**689,462**	**583.731**

Notes 1 to 34 attached are an integral part of these consolidated financial statements.

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails

GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES
Consolidated income statement
(In thousand euros)

		Year ended December 31	
	Notes	2011	2010
Revenue	20	900,935	907,447
Cost of goods sold	21	(610,018)	(598,527)
GROSS PROFIT		290,917	308,920
Selling expenses	21	(163,709)	(165,923)
Administrative expenses	21	(82,988)	(82,355)
Other operating income	24	1,646	718
OPERATING PROFIT		45,866	61,360
Financial expenses	25	(39,749)	(28,955)
Financial income	25	5,380	4,334
PROFIT BEFORE TAXES		11,497	36,739
Income tax expense	26	(7,572)	(8,343)
PROFIT FOR THE YEAR		3,925	28,396
Attributable to:			
Shareholders of the parent Company		5,515	24,596
Non-controlling interests		(1,590)	3,800
		3,925	28.396

Notes 1 to 34 attached are an integral part of these consolidated financial statements.

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails

GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES
Consolidated statement of comprehensive income

(In thousand euros)

	Notes	Year ended December 31 2011	Year ended December 31 2010
PROFIT FOR THE YEAR		**3,925**	**28,396**
Other comprehensive income			
Gross profit in fair value of available for sale financial assets	8	-	1,195
Translation differences		(1,549)	1,307
Total other comprehensive income		**(1,549)**	**2,502**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**2,376**	**30,898**
Attributable to:			
Shareholders of the parent Company		4,348	26,877
Non-controlling interests		(1,972)	4,021
		2,376	**30,898**

Notes 1 to 34 attached are an integral part of these consolidated financial statements.

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails

GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES
Consolidated statement of changes in equity
(In thousand euros)

	Notes	Share capital (Note 14)	Accumulated translation difference	Revaluation reserves (Note 15)	Retained earnings (Note 15)	Non-controlling interests (Note 15)	TOTAL
BALANCE AT JANUARY 1, 2010		**9,866**	**980**	**(1,329)**	**94,300**	**35,220**	**139,037**
Other comprehensive income for 2010		-	627	1,654	-	221	2,502
Profit for 2010		-	-	-	24,596	3,800	28,396
Total comprehensive income for the year		**-**	**627**	**1,654**	**24,596**	**4,021**	**30,898**
Transactions with non-controlling interests	1.2	-	4,056	(113)	(42,046)	(868)	(38,971)
Monetary restatement	2.3	-	5,315	(212)	-	1,042	6,145
BALANCE AT DECEMBER 31, 2010		**9,866**	**10,978**	**-**	**76,850**	**39,415**	**137,109**
BALANCE AT JANUARY 1, 2011		**9,866**	**10,978**	**-**	**76.850**	**39,415**	**137,109**
Other comprehensive income for 2011		-	(1,167)	-	-	(382)	(1,549)
Profit for 2011		-	-	-	5,515	(1,590)	3,925
Total comprehensive income for the year		**-**	**(1,167)**	**-**	**5,515**	**(1,972)**	**2,376**
Transactions with non-controlling interests	1.2	-	119	-	(7,461)	(650)	(7,992)
Monetary restatement	2.3	-	4,648	-	-	952	5,600
BALANCE AT DECEMBER 31, 2011		**9,866**	**14,578**	**-**	**74,904**	**37,745**	**137,093**

Notes 1 to 34 attached are an integral part of these consolidated financial statements

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails

GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES
Consolidated statement of cash flows
(In thousand euros)

	Notes	Years ended 31 December 2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from operations	28	71,443	87,275
Income tax paid		(17,024)	(20,396)
NET CASH INFLOW FROM OPERATING ACTIVITIES		**54,419**	**66,879**
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property, plant and equipment	5.28	(43,699)	(88,245)
Proceeds from sale of property, plant and equipment	5	3,152	5,752
Purchases of intangible assets investments	6	(361)	(365)
Purchases of available-for-sale financial assets	8	(179)	(1,852)
Proceeds from sale of available-for-sale financial assets	8	-	10,457
Purchases of financial assets at fair value through profit or loss	11	(6,639)	(4,247)
Proceeds from sale of financial assets at fair value through profit or loss	11	7,254	3,682
Interest collected		753	665
Proceeds from loans to related parties	31	(3,867)	-
Purchase of investment in associates	34	(60)	-
NET CASH INFLOW FROM OPERATING ACTIVITIES		**(43.646)**	**(74,153)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Interest paid		(23,241)	(15,307)
Proceeds from borrowings		86,006	74,723
Repayment of borrowings		(62,860)	(68,578)
CASH FLOWS FROM FINANCING ACTIVITIES		**(95)**	**(9,162)**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS AND BANK OVERDRAFT		**10,678**	**(16,436)**
Cash and cash equivalents at beginning of the year	**13**	**8,720**	**25,370**
Currency translation adjustment		**(1,844)**	**(214)**
Cash and cash equivalents at year end	**13**	**17,554**	**8,720**

Notes 1 to 34 attached are an integral part of these consolidated financial statements.

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails

GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES
Consolidated notes to the financial statements as at December 31, 2011

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. General information

GRUPO EMBOTELLADOR ATIC, S.L. (hereinafter the Company or ATIC), the parent company of the Group, was incorporated in Madrid (Spain) on December 14, 2005. It is entered in the Commercial Register of Madrid, sheet M-397.039, section 8, volume 22.243 for Companies.

The registered and main offices of ATIC are at Avenida de la Vega, 1, Alcobendas (Spain).

The Company's corporate objects are described in Article 2 of its Articles of Association and consist of:

- The business of acquiring, holding, enjoying, managing and administering securities and shares representing the own funds of companies or entities resident in Spain or abroad by way of the corresponding organisation of material and human resources, being able to make any type of securities investment on its own account.

- Participation in the management of the business operations of the companies or entities which are participated, directly or indirectly, acting as a director of the same and as a manager, providing advice and technical assistance.

- Provision of accounting, financial, tax, civil, commercial, employment, administrative, human resources, marketing and production process administration, management and advisory services.

- Placement of financial resources generated by the aforementioned activities.

- The acquisition, purchase, disposal, licensing, operation and assignment in any form of patents, models, trademarks and other types of intellectual property.

ATIC is a holding company which at December 31, 2011 has a group (hereinafter the Group) made up of the Company and the 39 subsidiary companies listed in Appendix I. The Group engages in the production and marketing of soft drinks, water, isotonic drinks, juices, beer, tea and energy drinks, which it markets under the brands Big Cola, Cifrut, Big Citrus, Pulp, Cielo, Sporade, First, Kola Real, and Franca among others. The Group operates mainly in Mexico, Peru, Columbia, Thailand, Venezuela, Ecuador, Costa Rica, Honduras, Brazil, El Salvador and Panama.

Currently the Group has production plants in most of the countries in which it operates, except for El Salvador, Nicaragua, Honduras and Panama. At December 31, 2010 the Brazil plant was under construction, and began operations in 2011.

The companies which make up the Group have operated since it was formed and therefore prior to their acquisition by ATIC, under the ultimate control of the same persons (Note 14).

These consolidated financial statements were drawn up by the board of directors on April 27, 2012 and are pending approval by the shareholders.

1.1. Changes in the scope of consolidation

During 2011 and 2010 the Group took control of the subsidiaries set out in Appendix I. No acquisitions have been made from third parties. These subsidiaries have been incorporated directly. Appendix I hereto sets out the acquisition dates of each subsidiary and additional information in relation to them.

Additionally, in 2011 the Company subscribed a minority shareholding in the newly formed company Ventas Trading Co.Ltd., which has given the Group significant influence but not control over that company (Note 34).

The consolidation scope also changed in 2011 owing to the winding up of Mandrake Investments S.á.r.l, Syringo, S.á.r.l and Alelux Reinsurance, S.A., domiciled in Luxembourg. The winding up of these companies has not had a significant impact since all of them were dormant.

1.2. Change in percentage holding in certain subsidiaries

The Company fully subscribed capital increases in the subsidiaries Ajecen del Sur, S.A. and Ajeven, C.A. in 2011 and 2010, which brought about a dilution of minority shareholders with the consequent increase in capital and reserves attributable to the Company's shareholders. Thus the increase in retained earnings and other equity items reflect the non-controlling interest acquired at carrying value on the date of acquisition, reduced or increased as appropriate by the differences between said value and the amount paid in the acquisition of the additional interest (Note 2.2). The consolidated equity has not been altered insofar as the increase in the holdings in these subsidiaries took place by way of share capital increases taken up in their entirety by the Group. Nor have these operations had an impact on the consolidated cash flow statement.

On December 20, 2011 the Group acquired an interest of 65.50% in its subsidiary Ajecen del Sur, S.A. from non-controlling interests (Note 31) which, together with the above-mentioned capital increase pushed the Group's interest in this subsidiary to 100%. As indicated in note 4.2.a) the subsidiary was already being consolidated in previous years since it had been concluded that it was controlled by the Group and, consequently, in application of the accounting policy described in Note 2.2., consolidated equity was reduced by 7,992 thousand euros owing to the amount committed on the transaction.

Also, on October 28, 2010 the Group acquired an interest of 9.42% in its subsidiary Acava Ltd from non-controlling interests (Note 31), which led to the relevant decrease in consolidated equity in the amount committed on the transaction of 38,971 thousand euros.

Changes in non-controlling interests and consolidated equity are analysed below:

	% holding		Increase/(decrease) in thousand euro	
			Non-controlling interests	Equity
	31/12/2010	31/12/2011		
Ajecen del Sur, S.A.	-	100.00	(650)	(7,992)
	31/12/2009	31/12/2010		
Acava, Ltd	90.57	99.99	2,015	(38,971)
Ajeven, C.A.	75.56	83.03	(2,883)	-
			(868)	(38,971)

1.3 Devaluation of the Bolivar Fuerte

On January 11, 2010 a devaluation of the Bolivar Fuerte (BF) came into force in Venezuela. The official convertibility rate against the US dollar was changed to 2.60 BF per US dollar, for priority imports, including food, health products, machinery and equipment, science and technology; and 4.30 BF for other transactions.

The devaluation had the following significant effects on the Group's financial statements at December 31, 2010:

- A loss on exchange of 4.1 million euros due to the increase in dollars denominated in US dollars held at that date by Ajeven, C.A.

- Decrease of 13 million euros in net assets with a balancing entry under Accumulated translation difference in equity due to the change in the exchange rate used to convert the financial statements of Ajeven, C.A. into the presentation currency. This reduction is in addition to the exchange loss mentioned above.

- Decrease in income and expenses contributed by the Venezuelan subsidiary to the Group income statement, which were translated to the presentation currency at a rate of 5.77 BF per euro, compared with the rate of 3.08 BF per euro applied in 2009. Had the 2009 exchange rate been applied to the sales and operating profit contributed by Ajeven, C.A. in 2010, without considering other factors, these would have been higher by 91,883 and lower by 708 thousand euros, respectively.

On 30 December a new Exchange Convention was published under which the official exchange rate as from 1 January 2011 has been set at 4.30 BF for all currency purchases.

Note 4.2 sets out information on Management's estimates in relation to the translation of the bolívar fuerte.

2. Basis of presentation

The main accounting policies adopted to prepare these consolidated financial statements are described below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of presentation

The Group's consolidated financial statements for the year ended December 31, 2011 (which include the 2010 figures for comparative purposes) have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS as adopted by the EU), IFRIC interpretations adopted for their use in the European Union (IFRS-EU) and commercial laws applicable to entities which prepare information in accordance with the IFRS-EU.

The consolidated financial statements have been prepared in general under the historical cost convention, as modified by the revaluation of certain financial instruments (financial assets held for sale, derivative financial instruments and other financial assets at fair value with changes to results) which are recorded at fair value, and by the updating for hyperinflation of the non-monetary assets and liabilities provided by the Group’s Venezuelan subsidiaries (see Note 2.3).

The preparation of consolidated annual accounts under IFRS requires the use of certain critical accounting estimates. The application of IFRS also requires that management exercise judgement in the process of applying the Group's accounting policies. Note 4 discloses the areas that require a higher level of judgement or entail greater complexity, and the areas where assumptions and estimates are significant for the consolidated annual accounts.

2.2. Consolidation principles

(a) Subsidiaries

Subsidiaries are all entities (including special-purpose entities) over which the Group has power to govern their financial and operational policies, generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Entities under common control are those which are controlled in the last resort by the same parties. A group of natural persons is considered to control an entity when, by virtue of contractual agreements, they collectively have the power to direct its financial and operational policies in order to obtain profit from its operations. Such power normally manifests itself directly, by holding a majority of the voting rights on the boards of governance of entities, or indirectly, by being able to control the voting on these bodies.

As indicated in Note 1 the Company and all of its subsidiaries have been operating since their incorporation under the ultimate common control of the same persons (Note 14). Therefore the acquisition of these subsidiaries by the Group was recognised taking as a basis the carrying value of the subsidiaries at the transaction dates. Consequently, the subsidiaries were consolidated through the integration of their assets and liabilities at the carrying values in their individual financial statements, following the relevant standardisation from a valuation viewpoint, without reflecting capital gains, losses or goodwill on consolidation. The difference between the values of the parent company's interests was recognised in retained earnings (note 15).

Intercompany transactions, balances, income and expenses and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of a loss due to impairment of the asset transferred. Accounting policies of subsidiaries have been adapted where necessary to ensure consistency with the policies adopted by the Group.

The Group reflects transactions with non-controlling interests that do not result in the obtention or loss of control of a subsidiary as transactions with the Group's equity owners. In purchases of non-controlling shareholdings, the difference between the consideration paid and the relevant portion of the carrying value of net the subsidiary's net assets is recorded under equity. Gains or losses on disposals of non-controlling interests are also recognised in equity.

b) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are recognised using the equity method. Under this method, the investment is initially recognised at cost and the carrying value is increased or reduced to recognise the investor's interest in the results of the associate following the acquisition date.

The Group's share of gains or losses subsequent to the acquisition of its associates is recognised in the income statement while its share of post-acquisition movements in reserves is recognised in other comprehensive income with the corresponding adjustment to the carrying value of the investment. When the Group's shares of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has assumed legal or implicit commitments or made payments on behalf of the associate.

At each financial reporting date, the Group determines whether there is any objective evidence that the investment in the associate has become impaired. If impairment is detected, the Group calculates the amount of the impairment loss as the difference between the recoverable amount of the associate and its carrying value together with the Share in profit /(loss) in associates in the consolidated income statement.

Profits and losses on upstream and downstream transactions between the Group and its associates are recognised in the Group's financial statements only insofar as they relate to the interests of other investors in the associates not related to the investor. Upstream transactions are, for example, sales of the associate's assets to the Group. Downstream transactions are, for example, sales of the Group's assets to the associate. The portion of unrealised gains on these transactions pertaining to the Group is eliminated. Unrealised losses are eliminated in the same way unless the transaction provides evidence of an impairment in the transferred asset. The accounting policies applied by the associates have been modified when necessary to ensure consistency with the policies adopted by the Group.

2.3. Foreign currency transactions and hyperinflation

(a) Functional and presentation currency

Items included in the financial statements of each Group company are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in euros, which is the Company's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currency are recognised in the income statement.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available for sale are included in the fair value reserve in equity.

(c) Group companies

The results and financial position of all the Group entities, that have a functional currency different from the Euro, except for those that have the currency of a hyper inflationary economy, are translated into the presentation currency as follows:

(i) The assets and liabilities on each balance sheet presented are translated at the closing exchange rate at the balance sheet date;

(ii) The income and expenses in each income statement are translated at the average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates existing at the transaction dates, in which case income and expenses are translated at the rates on the transaction dates); and

(iii) All resulting exchange differences are recognized as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are recorded in the heading Accumulated translation differences in equity. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the income statement as part of the loss or gain on sale.

(d) Reporting in hyper-inflationary economies

Under EU-IFRS, it must be assessed whether any subsidiary operates in a hyper-inflationary economy. IAS 29 defines this situation as that in which the monetary unit losses purchasing power at such a rate that any comparison between the figures derived from transactions and other events occurring at different moments in time is misleading.

The assessment of when an economy is in these circumstances is an important judgement on the part of management, which up to December 31, 2008 considered that none of the economies in which the Group operated was hyper-inflationary, due principally to the fact that the accumulated inflation rate over three years had not exceeded 100%.

Various factors came to light in 2009 in the Venezuelan economy which made it necessary to alter the procedure followed by the Group in the translation of the financial statements of its subsidiary Ajeven C.A. Among these factors particular reference should be made to the restrictions on foreign currency purchases, the devaluation on January 11, 2010 (Note 1.3) and the accumulated inflation rate over the last three years, which is shown below:

	2011	2010	2009
Rate at start of year	208.20	163.70	130.90
Rate at end of year	265.60	208.20	163.70
Inflation for the year	27.6%	27.2%	25.1%

The rate used is a combination of the National Consumer Price Index (NCPI) since December 2007 and the Consumer Price Index for the Metropolitan Area of Caracas for preceding years, both of which are published by the Banco Central de Venezuela.

Consequently the Group considers the Venezuelan economy to be hyper-inflationary since 2009, which has meant principally:

- The financial statements at historic cost of Ajeven C.A. have been expressed in terms of the current purchasing power of the Bolívar Fuerte (BF) at the year end. This includes:

    a. Adjusting the historical cost of non-monetary assets and liabilities (principally inventories, property, plant and equipment and deferred taxes) and the various equity items of Ajeven C.A. since their date of acquisition or incorporation to the consolidated statement of financial situation to the end of the year, to reflect changes to the purchasing power of the currency deriving from inflation.

b. Restating the various income and expense items of the income statement according to the inflationary index from the time of generation to December 31 each year.

c. Adjusting the income statement to reflect the financial loss or gain caused by the impact of inflation over the year on net monetary assets (gain or loss of purchasing power).

- In accordance with IAS 21 the comparative figures for the preceding years have not been adjusted. The accumulated effect of the accounting restatement was recorded in equity under Translation differences in the part attributable to the parent company and non-controlling interests in the part pertaining to them.

All components of the financial statements of Ajeven C.A. (revenue, costs, cash flow, assets and liabilities) have been translated to euros at the exchange rate ruling on December 31 each year.

2.4. Property, plant and equipment

Land and constructions include basically production plants, offices and warehouses. Property, plant and equipment are recognised at acquisition cost (purchase price or production cost) less depreciation and cumulative impairment losses, except for land which is presented net of impairment losses. Certain fixed assets took advantage of exemptions on the transition to IFRS by which their fair values, or values updated with inflation in accordance with the preceding accounting rules, at that date, were deemed their historic cost from that point on.

Historical cost includes costs directly attributable to the acquisition of the items.

Subsequent costs are included in the carrying amount of the asset or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the asset will flow to the Group and the cost of the asset may be reliably determined. The carrying value of the part replaced is written off for accounting purposes. All other repair and maintenance expenses are charged to the income statement in the year in which they are incurred.

Land is not depreciated. The depreciation of other assets is calculated on a straight-line basis in order to assign the difference between costs and residual values over their estimated useful lives as follows:

	Estimated useful life
Buildings	from 20 to 36 years
Plant and machinery	from 12 to 25 years
Fixtures, fittings, tools and equipment	from 7 to 10 years
Data processing equipment	from 2 to 3 years
Vehicles	from 4 to 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

Gains and losses on the sale of property, plant and equipment are calculated by comparing the revenue obtained with the carrying value and are included in the income statement in "Other operating revenue" .

2.5. Intangible assets

(a) Trademarks and licences

Trademarks and licences are shown at historical cost. Trademarks and licences have a defined useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight line method to allocate the cost of trademarks and licences over their estimated useful lives.

(b) Computer software

Licences for acquired software are capitalised on the basis of the costs incurred to acquire them and prepare them to use the specific program. These costs are amortized over their estimated useful lives (3 to 5 years).

2.6. Interest costs

Interest costs are generally recognised as expenses of the period in which they are incurred. In relation to interest costs concerning qualified assets for which the date of commencement of the capitalisation is after January 1, 2009 the Group capitalises the interest costs directly attributable to the acquisition, construction or production of the said asset as part of its cost if the asset requires a substantial period of time to be ready for use.

2.7. Losses due to impairment of non-financial assets

Assets that are subject to amortisation and land are reviewed for impairment whenever an event or change in circumstances indicates that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment losses, assets are grouped together at the lowest level for which there are separately identifiable cash flows (Cash Generating Units).

Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.8. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. The cost of finished products and products in progress comprises raw materials, direct labour, other direct costs and general production costs (based on normal operational capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.9. Financial assets

In accordance with IFRS, financial assets are valued on the basis of the classification given to the asset. The Group classifies its financial assets into the following categories: financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of a financial asset on initial recognition.

(a) Financial assets at fair value through profit or loss;

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired mainly for short-term sale. The assets in this category are classified as current assets if they are expected to be settled in 12 months; otherwise, they are classified as non-current. Investments are initially recognised at fair value and transactions costs are charged to the income statement.

Realised and unrealised profits or losses arising on changes in fair value are disclosed in the income statement under Other operating revenues in the period in which they arise. Interest on debt securities classified in this category, calculated using the effective interest rate method, is recognised in Financial income in the income statement.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables are also included in this category. They are included in current assets, except for maturities greater than 12 months from the date of the balance sheet. These are classified as non-current assets. The Group's loans and receivables consist of trade and other receivables and cash and equivalents on the balance sheet, are initially recognised at fair value plus transaction costs and are subsequently accounted for at amortized cost in accordance with the effective interest rate method, less the provision for impairment losses.

The Group assesses at the date of each balance sheet whether there is objective evidence of a loan or receivable having suffered losses due to impairment of value, recognizing the corresponding loss as the case may be to the income statement. A financial asset or a group of financial assets is impaired if and only if there is objective evidence of impairment as a result of one or more events occurring after the initial recognition of the asset (a 'loss event') and that loss event (or events) has /have an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment includes the existence of significant financial difficulties by the debtor, the probability that the debtor will be involved in bankruptcy proceedings or a financial restructuring or default or late payment.

The carrying value of the asset is reduced as the provision account is used and the loss is recognised in the income statement, in the case of trade receivables, under selling costs. Uncollectible receivables are adjusted against provisions. If, subsequently, an impairment loss diminishes, and this reduction can be objectively attributed to an event occurring after the impairment loss was recognised, the previously recognised impairment is reversed with a credit to the consolidated income statement.

(c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are designated in this category or not classified in any other category. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the balance sheet date. They are recognised initially at fair value plus transaction costs and are subsequently valued at fair value. Variations in fair value are recognised in Other comprehensive income. When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments are included under the heading Other operating income in the income statement.

Dividends for held-for-sale equity instruments are recognised in the income statement as Financial income when the Group's right to receive payment is established.

The Group assesses at the end of each reporting period whether there is objective evidence that available-for-sale financial assets or groups of such assets are impaired.

To determine whether equity instruments classified as available for sale are impaired, management assesses whether there has been a significant or prolonged decline in the fair value of the securities below their cost. If there is evidence of impairment of this class of available-for-sale financial assets, the cumulative loss, determined as the difference between acquisition cost and current fair value, less any impairment losses previously recognised in the income statement on the financial asset, is eliminated from equity and recognised in the income statement.

Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement.

(d) Common rules for financial assets

Acquisitions and disposals of investments are recognised at the trade date, i.e., on the date the Group undertakes to acquire or sell the asset.

Investments are derecognised when the right to receive cash flows from the investments has matured or been transferred and the Group has substantially divested itself of all of the risks and advantages of holding them.

The fair values of quoted investments are based on prevailing bid prices. For unquoted securities the Group determines the fair value using valuation techniques which include the use of recent arms-length transactions between interested and duly informed parties concerning instruments substantially the same, and the analysis of discounted cash flows, making maximum use of market inputs and relying as little as possible on the entity's specific inputs.

2.10. Financial derivatives

At December 31, 2011 the Group has no financial derivatives. During 2010 the Group maintained certain financial derivatives contracted in 2008. Hedge accounting requires the documentation at inception of the relationship between the hedging instruments and hedged items and its risk management objectives and strategy for arranging various hedging transactions. It is also necessary to record an assessment, both at hedge inception and on an ongoing basis, of whether the derivatives used in the hedge transactions are highly effective in offsetting changes in fair values or cash flows of hedged items. Derivatives held by the Group did not qualify as hedges for accounting purposes. They were initially recorded at fair value on the date of contracting and subsequently at fair value on each closing date, variations being allocated to the income statement. The value of derivatives to be settled according to contract within 12 months of the closing date are recognised as current, those with a later maturity date being classified as non-current.

2.11. Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are included within borrowings in current liabilities on the balance sheet.

2.12. Share capital

Ordinary shares are classified as equity.

Amounts obtained at the year end as a result of equity issues taken and paid up by shareholders prior to the date of the balance sheet but the registration of which is still in progress on that date are classified as equity under the heading Share capital in progress.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

2.13. Trade payables (suppliers and creditors)

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. Otherwise they are presented as non-current liabilities. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.14. Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

In the event of a renegotiation of existing payables, no substantial modifications are considered to exist for the financial liability if the lender of the new loan is the same person as the person that extended the initial loan and the current value of the cash flows, including net commissions, do not differ by more than 10% from the current value of the cash flows pending payment on the original liability calculated using the same method. In this case, renegotiation expenses are recognised immediately in the income statement.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months from the balance sheet date.

2.15. Current and deferred income tax

The tax expense for the period comprises current and deferred taxes. Taxes are recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group companies operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be offset.

Deferred income tax in liabilities are recognized on temporary differences arising on investments in subsidiaries and associates, except when the timing of reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. When temporary differences arising in these investments give rise to a deferred tax asset it is only recognised when the difference will revert in the foreseeable future and to the extent that there will be future tax benefits against which they can be offset.

Deferred tax assets and liabilities are only offset if the Group has a legally enforceable right to set off current tax assets and liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on a single tax subject/entity, or in the event of different tax subjects/entities, when the Group intends to realise the asset and settle the current tax asset and liability on a net basis.

2.16. Employee benefits

(a) Termination benefits

In some jurisdictions, employment legislation requires the payment of severance indemnities to employees at the time of termination of their employment, provided they have been working for the company for a certain period of time. This liability, which is considered a post-employment obligation, accumulates annually depending on the number of indemnity days per year worked. For the purposes of determining the Group’s obligation of the date of the balance sheet, management takes the current actuarial value of the obligation accrued for past services to that date, based on the projected unit credit method and using the appropriate hypotheses, making any appropriate provision and recording the provision or reversion of the provision in the income statement. This liability is presented net of any advances paid to staff in this regard.

Other redundancy compensation to employees as a result of the Group’s decision to terminate their employment before the normal retirement age, or where the employee agrees to resign in exchange for these benefits, are recognised when the Group has demonstrably undertaken to dismiss current employees in accordance with a detailed formal plan without the possibility of withdrawal, or to pay redundancy compensation as a consequence of an offer made in order to encourage voluntary retirement. Benefits not falling due within 12 months of the balance sheet date are discounted to present value.

(b) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration profit after certain adjustments. The Group recognises a provision where it is legally or contractually obliged or where there is a past practice that has created a constructive obligation.

2.17. Provisions

The Group recognises a liability for provisions when:

(i) the Group has a present legal o constructive obligation as a result of past events;

(ii) it is probable than an outflow of resources will be required to settle the obligation; and

(iii) the amount may be reliably estimated.

Provisions are not recognized for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.18. Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services, net of value added tax, special non-recoverable taxes charged on sales, returns and discounts, and after eliminating sales within the Group. The Group recognizes revenue when the amount may be reliably estimated, it is likely that the future economic benefits will flow to the Group and the specific conditions are fulfilled for each of the activities, as described below. It is not considered possible to reliably assess the amount of revenue until all contingencies relating to the sale have been resolved.

(a) Sales to small retailers

Sales of goods are recorded when a Group entity has delivered the products to the retailer and there is no obligation pending performance which might affect acceptance of the products by the same. Delivery does not occur until the products have been sent to a specific place, the risks of obsolescence and loss have been transferred to the retailer and the latter has accepted and paid for the products. All sales are in cash.

The Group influences the prices at which its products are made available to the final consumer by way of a policy of fair or recommended price which forms part of its overall business strategy. The Group does not consider that this constitutes the preservation of a significant advantage associated with the ownership of the goods.

(b) Sales to distributors

Sales of goods are recorded when a Group entity has delivered the products to the distributor and there is no obligation pending performance which might affect acceptance of the products by the same. Delivery does not occur until the products have been sent to a specific place, the risks of obsolescence and loss have been transferred to the distributor and the latter has accepted the products.

The Group influences the prices at which its products are made available to the final consumer by way of a policy of fair or recommended price which forms part of its overall business strategy. The Group does not consider that this constitutes the preservation of a significant advantage associated with the ownership of the goods.

It is assumed there is no finance component given that sales are for cash or on credit with a term of less than three months.

(c) Sales of goods to supermarket chains

Sales of goods are recognised when an entity of the Group has delivered products and there is no obligation pending performance which might affect acceptance of the products by the chain. There is no delivery until the products have been sent to a specific place, the risks of obsolescence and loss have been transferred and the customer has accepted the products in accordance with the sale contract, the period of acceptance has expired, or the Group has objective evidence that the criteria necessary for acceptance have been complied with.

It is assumed there is no finance component given that sales are made with a payment period of between one and two months, which is in line with market practices in each one of the countries affected.

(d) Interest income

Interest income is recognised using the effective interest rate method.

(e) Royalty income

Royalty income (royalties for the use of trademarks or other intangible assets) are recorded when accrued in accordance with the economic substance of the relevant agreements.

2.19. Leases

Leases of fixed assets in which the Group acquires substantially all of the risks and the advantages deriving from ownership of the assets are classified as finance leases. Finance leases are recognised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. Lease payments are broken down between the reduction in principal and the financial charge. The payment obligation deriving from the lease, net of the financial charge, is recognised in Borrowings. The interest part of the financial charge is charged to the income statement during the term of the lease, in order to obtain a constant regular interest rate on the balance of the debt pending repayment for each period.

A lease in which substantially all the risks and rewards incidental to ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentive received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

2.20. Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the shareholders.

2.21. New standards and IFRIC interpretations

The following standards, interpretations and amendments have been issued by the IASB and adopted by the EU, effective in 2011. None of these had a significant effect on the Group's financial statements:

- IAS 24 (Revised) "Related-Party Disclosures".
- IFRIC 19, "Extinguishing financial liabilities with equity instruments"
- Amendment to IAS 32 "Financial instruments: Presentation - Classification of rights issues.
- Amendment to IFRIC 14, "IAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction"
- Projected improvements to IFRS - May 2010.
- Amendment to IFRS 1, "Limited exemptions from comparative IFRS7 disclosures for first time adopters"

Also, at the date of preparation of the consolidated financial statements, the EU had approved and adopted the Amendment to IFRS 7 "Financial Instruments: Disclosures - Transfer of financial assets", effective after December 31, 2011 and not adopted early by the Group. The Group considers that it will not have any relevant effects on its financial statements.

3. Financial risk management

3.1. Financial risk factors

The Group's activities are exposed to various types of financial risk: liquidity risk, market risk (exchange rate risk, cash flow interest rate risk, fair value interest rate risk and price risk) and credit risk, inherent to the countries and markets in which it operates. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management policies are established by the Corporate Management of ATIC, which identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. ATIC management lays down guidelines for overall risk management and for specific areas such as exchange rate risk, interest rate risk and liquidity risk.

(a) Liquidity risk

The prudent management of liquidity risk entails maintaining sufficient cash and marketable securities, ensuring available funding in the form of sufficient committed credit facilities and the ability to monetise market positions.

The table below analyses the Group's financial liabilities grouped according to maturities based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Euro thousand	2012	2013-2014	2015-2016	2017 onwards	Total
At December 31, 2011					
Borrowings	91,332	102,088	67,513	7,394	268,327
Trade and other payables	262,084	-	-	-	262,084
	353,416	**102,088**	**67,513**	**7,394**	**530,411**

Euro thousand	2011	2012-2013	2014-2015	2016 onwards	Total
At December 31, 2010					
Borrowings	93,386	82,583	24,815	-	200,784
Trade and other payables	229,153	-	-	-	229,153
	322,539	**82,583**	**24,815**	**-**	**429,937**

The Group has significant amounts of borrowings and balances payable to suppliers in the short term which on the date of the balance sheet exceeded its current assets by 61,163 thousand euros (2010: 97,216 thousand euros).

Liquidity risk management by ATIC has allowed the Group to continue with its operations and finance its investment plan. Action in this regard has been based on increasing lines of finance and re-financing current borrowing with new non-current debt agreements. Information on the main financing agreements reached is given in Note 17.

Additionally, the Group manages its liquidity risk by way of the use of drawdowns on lines of credit (Note 17), the specific settlement of financial instruments held for sale (Note 8), and the generation of cash in its commercial operations, strengthened by the existence of a significant percentage of sales in cash or with payment terms less than the payment terms to suppliers.

(b) Cash flow interest rate risk and fair value risk

Apart from available-for-sale financial assets (Note 8) and other financial assets at fair value through profit or loss (Note 11), the Group has not carried any significant interest-bearing assets during 2011 and 2010. The interest generated by these financial assets has been included under Financial income in the income statement (Note 25).

During 2011 and 2010 the Group's interest rate risk has arisen principally from borrowings at variable rates which expose the Group to cash flow interest rate risk.

The Group does not have a specific policy regarding to the proportions fixed rate or variable rate debt must represent of total debt, with ATIC management analysing the financing structure of the Group on the basis of market conditions, the financing needs and existing finance alternatives. At the end of 2011, 65% of borrowings were at a variable rate of interest (2010: 67%).

Nor does the Group have a specific policy in relation to the contracting of interest rate swaps or other derivative financial instruments in order to cover possible unfavourable fluctuations in rates of interest. ATIC management assesses such agreements according to market conditions, without the Group having entered into interest rate swap agreements from variable to fixed rate or vice versa in 2011 and 2010.

The interest on the variable rate loans taken out by the Group is based on a variety of indices plus a spread (based on the Group's risk profile and market conditions), which is recalculated for the purposes of the calculation of interest on a monthly, quarterly or six-monthly basis depending on the agreement with the financial institution in question (Note 17). Interest on variable rate loans and credit facilities at December 31, 2011 and 2010 is based mainly on the following indices: LIBOR, the TIIE (Tasa de Interés Interbancaria de Equilibrio, Mexico), the MLR (Minimum Loan Rate, Thailand) and the DTF (Tasa de Captación a través de Depósitos a Término Fijo, Colombia).

In 2011, if interest rates on floating-rate borrowings had been 100 base points higher/lower with all other variables held constant, post-tax profit for the year would have been 975 thousand euros lower/higher, mainly as a result of higher/lower interest expense on floating rate borrowings.

The same variation in the rate of interest on variable rate borrowings in 2010 would have caused a variation of 764 thousand euros in the consolidated post-tax result of the mentioned year.

(c) Foreign currency risk

Exchange rate risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Practically all of the Group's operations are located in the following countries, for which the functional currencies and euro exchange rate at December 31, 2011 and 2010 are the following:

Country	Currency	2011 [a]	2010[a]
Spain, Malta	Euro	1	1
Mexico	Mexican Peso	18.14	16.61
Peru	Nuevo sol	3.69	3.76
Ecuador, El Salvador, Panama	US dollar	1.29	1.34
Thailand	Baht	41.03	39.94
Guatemala	Quetzal	10.11	10.75
Nicaragua	Cordoba	29.73	29.35
Honduras	Lempira	24.65	25.52
Colombia	Colombian Peso	2,521.62	2,567.03
Costa Rica	Colón	671.81	694.86
Venezuela	Bolivar Fuerte	5.56	5.77
Brazil	Brazilian real	2.43	2.23

a Units of the currency equivalent to 1 euro

The commercial operations of each of the entities of the Group are relatively autonomous and most are carried out with local counterparties and in national currencies. However, of total operating expenses (Note 21), not including amortisation, approximately 27% are denominated in US dollars in 2011 (2010: 26%). In addition to this the external financing activities of the entities which make up the Group are in the form of loans and credits in US dollars in addition to the various national currencies of the countries in which operations are located (Note 17). Group companies also record inter-company for sales of goods, services, collection of royalties and financing, denominated in US dollars and euros. Consequently variations of the exchange rate between the various currencies with which the entities of the Group operate locally (in which the Group's revenue is generally expressed) and the US dollar (in which a part of the financing and of operating costs are expressed) and to a lesser extent, the euro affect the Group's net cash flow.

Notes 9, 13, 16 and 17 include details of the balances at the end of the year classified by the currency in which they have been expressed.

In 2011 and 2010, the Group did not arrange any derivatives or hedges of other kinds aimed at covering exchange rate exposure. During part of 2010, the Mexican subsidiaries used derivatives arranged in previous years to cover some exposures to exchange rate risks mainly associated with financing operations, in accordance with the stipulated contractual obligations.

At December 31, 2011, if the functional currencies referred to above had weakened/strengthened by 5% against the US dollar with all other variables held constant, post-tax profit for the year would have been 7,521 thousand euros (2010: 6,982 thousand euros) higher/lower, as a result of foreign exchange gains/losses on the translation of accounts receivable, accounts payable, borrowings and cash denominated in US dollars to the functional currency.

At December 31, 2011, if the functional currencies referred to above had weakened/strengthened by 5% against the euro with all other variables held constant, post-tax profit for the year would have been 1,085 thousand euros (2010: 634 thousand euros) higher/lower, as a result of foreign exchange gains/losses on the translation of accounts receivable, accounts payable, borrowings and cash denominated in euro to the functional currency.

(d) Price risk

At December 31, 2011 and 2010 the Group does not have a significant exposure to the price risk on listed securities as it does not hold financial assets of this kind.

With respect to raw materials and other products used in the production processes, most prices are agreed locally and depend on conditions prevailing in each of the markets in which the Group operates. Nonetheless, the purchase price of certain products used depends or is influenced by quoted prices on markets, mainly sugar in some countries, barley used in beer production and Polyethylene Terephthalate (PET), a petroleum derivative that the Group uses to produce plastic bottles for part of its products. In 2011 and 2010 the Group did not enter into any derivative contracts or other types of hedging operations to cover price risks of raw materials, although at the end of both years certain contracts were in place in order to ensure supplies for production needs (Note 30.).

(e) Credit risk

Credit risk is managed on group of assets basis. Credit risk arises from cash and deposits with Banks and financial institutions, from debt securities at fair value through profit or loss, and from accounts receivable with distributors and supermarket chains.

For banks and financial institutions, in general only independently rated parties with a minimum rating of BBB on the Global Foreign / Local Currency Scale are accepted; using international ratings by Standard & Poors or Fitch Ratings or, when these are not available, those provided by leading local ratings agencies in the country in which the financial institution is located.

At December 31, 2011 and 2010 the credit quality of bank balances and financial deposits may be analysed as follows:

Thousand euro	2011	2010
Rating A or AAA+	8,452	5,241
Rating B or BBB+	1,924	-
Rating BBB-	-	466
Rating C or C+	306	391
Rating provided by a non-international rating agency or rating not available	6,162	1,790
Banks and financial deposits	**16,844**	**7,888**
Cash at hand	**710**	**832**
Total cash and cash equivalents	**17,554**	**8,720**

As regards debt securities which are bonds of the Bolivarian Republic of Venezuela (see Note 11), the rating was B+ at December 31, 2010.

As regards customers and as was indicated in Note 1 virtually all of the Group's operations are located in Latin America or in Thailand, a significant part of sales being in cash. For sales on credit (in which the credit period does not generally exceed 90 days) the Group analyses the creditworthiness of its customers internally. Individual credit limits are set according to internal evaluations in accordance with the limits laid down by the management of each subsidiary of the Group, following the general guidelines laid down by ATIC. If customers have been rated independently these ratings are also used. Otherwise the credit and collection department in each country assesses the customer's creditworthiness by reviewing private credit reports, research in the market on the making of payments and the use of banking and commercial references. Use of credit limits is monitored on a regular basis. The Group does not have customer credit insurance taken out with financial institutions.

For commercial transactions with related parties, although the general policy is that the payment terms are similar to those offered to third parties, the Group does from time to time extend those terms up to 180 additional days to related parties that are in the development or expansion stage in new markets.

At December 31, 2011, in respect of accounts receivable (customers, miscellaneous debtors and accounts receivable from related parties; Note 9), a single customer with a balance of 2,303 thousand euros (2010: 2,953 thousand euros) had a rating of AA (Moody´s) (A+ in 2010), there being no independent rating for any other debtors.

The table below shows balances with the most significant counterparties on the date of the balance sheet, which individually make up more than 5% of the consolidated customer figure, or whose operations figures individually make up more than 1% of revenue.

			Balances at December 31	
(Thousand euro)	**Net sales 2011**	**Net sales 2010**	**2011**	**2010**
Customer 1	6,973	8,508	2,552	2,953
Customer 2	58,112	60,092	10,611	8,508
Customer 3	37,974	41,624	7,714	5,381
Customer 4	8,093	-	732	-

The directors do not expect losses due to the failure of its transaction counterparties to comply with their obligations.

3.2. Capital risk management

Group's objectives in relation to capital are the following:

- Ensure that the Group maintains the capacity to finance its growth maintaining an adequate financing structure and taking into account cash needs with a view to financing investments in fixed assets and the costs deriving from the launching of new products; this growth objective is set in the context of the ultimate objective of pursuing sustainable long-term profitability for the Group's shareholders.

- Comply with minimum capital requirements laid down in certain contracts with financial institutions (Note 17).

Group management analyses possible payments of dividends, reimbursements of capital or issues of new shares with a view to complying with these objectives.

The Group monitors capital based on a leverage ratio.

This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings' as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as equity as shown in the consolidated accounts plus net debt.

(Thousand euro)	2011	2010
Non-current borrowings	160,323	96,075
Current borrowings	80,832	80,494
Cash and cash equivalents	(17,554)	(8,720)
Net debt	**223,601**	**167,849**
Equity	137,093	137,109
Total capital	**360,694**	**304,958**
Leverage	**61.99%**	**55.04%**

3.3. Fair value estimation

IFRS 7 requires disclosure of fair value measurement by level on the basis of the following hierarchy :

• Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

• Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, prices) or indirectly (that is, derived from prices).

• Level 3: inputs for the asset or liability that are not based on observable market data.

The following table presents the assets and liabilities of the Group that are measured at fair value at 31 December 2011 and 2010:

(Thousand euro)	2011				2010			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets								
Available-for-sale financial assets or financial assets at fair value through profit or loss:								
Interest and covered capital securities (ICCS) or fixed interest securities (FIS)	-	-	-	-	565	-	-	565
Minority interests in companies (Note 8)	-	-	1,078	1,078	-	-	867	867
Total assets	-	-	1,078	1,078	565	-	867	1,432

The Group had no liabilities measured at fair value at December 31, 2011 or 2010.

The fair value of unlisted equity holdings classified as available for sale (level 3) is based on other valuation techniques which include basically the use of prices at the end of the year for similar transactions. Changes in level 3 instruments in each of the years reported are set out in Note 8.

It is assumed that the face value less the estimated credit adjustments of trade receivables approximates fair value. The fair value of non-current assets and financial liabilities for the purposes of the presentation of financial information is estimated discounting future contractual cash flows at the current market rate of interest available for the Group for similar financial instruments.

4. Accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1. Estimates and important accounting assumptions

The Group makes estimates and judgements in relation to the future. The resulting accounting estimates will, by definition, seldom match the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Useful life of property, plant and equipment

Group management determines the estimated useful lives, the residual values and the corresponding depreciation charges for its property, plant and equipment. The estimated useful lifetimes could change significantly as a consequence of technical innovation and actions on the part of competitors. Management will increase depreciation charges when useful life is lower than the lifetime estimated previously or will depreciate or eliminate technically obsolete or non-strategic assets which have been abandoned or sold.

Estimates of the recoverability of tax assets

The Group recognises deferred tax assets in accordance with the accounting policy stated in Note 2.15. The estimates on the recoverability of taxes take as a basis the profit projections of the companies located in the various tax jurisdictions, to the extent that the Group does not have an international tax consolidation system. These projections are taken into account provided they can be reliably estimated, which is usually the case when the Group has been operating for a number of years in the jurisdiction in question.

For this reason tax assets have only been recognised for a part of the Group's negative tax bases pending offset, relating to ATIC and the Mexican and Venezuelan subsidiaries, mainly (Note 18).

Test of impairment of fixed assets

In accordance with what is indicated in Note 2.7, in cases in which an indicator has been detected of a possible impairment, the Group tests whether the corresponding fixed assets (grouped in cash generating units) have suffered any loss due to value impairment. The recoverable amounts of the cash generating units have been determined on the basis of value-in-use calculations. These calculations require the use of estimates.

A reduction of 2% in the projected gross margin, of 1% of forecast sales increases or an increase of 1% in the estimated pre-tax rate of discount (in absolute terms in all cases) used for the calculation of value in use of the corresponding cash generating units would not have led to the Group recognising a loss due to impairment of property, plant and equipment.

Impairment of trade receivables

The Group estimates the recoverability of customer and other debtor receivables in the way described in note 2.9.b), which requires the exercise of judgment by management in order to determine if there is objective evidence indicating the existence of impairment, and to estimate future cash flows that are used for recording the necessary provision. The amount of provision at each year end as well as its movement in the year are shown in note 9.

4.2. Critical judgements in applying accounting policies

a) Consolidation of certain entities

Under IFRS, a special purpose entity is consolidated when the substance of the relation between the Group and that entity indicates that the latter is controlled by the Group, even if it does not hold any of its capital. In this sense, for the purposes of preparing these consolidated financial statements, Group management has included within the perimeter of consolidation certain entities, listed in Appendix I, in which it does not hold any shares but which, in accordance with IFRS, must be consolidated to the extent that (i) they are controlled by ATIC management, (ii) their activities are an extension of that of certain ATIC subsidiaries (they constitute a part of the production or commercial process, or provide services necessary for the management and administration of the Group's activities) and (iii) the Group is their principal beneficiary and in the last resort bears the risk of their activities.

The volume of revenue, gross profit and profits for 2011 and 2010 of the consolidated special purpose entities, having made the consolidation eliminations, are the following:

(Thousand euro)	BC. Maya Sucursal Nicaragua (1)	Ajehonduras, S.A. (1)	BC. Maya, S.A. Guatemala (1)	Servicios Corporativos BC, S.A. de C. V. (1)	Ajemex Consultores, S.A. de C, V, (1)	Econored de Panamá, S.A.	Ajecen del Sur, S.A. (2)
2011							
Revenue	-	-	-	-	-	1,934	N/A
Gross profit (loss)	-	-	-	-	-	561	N/A
Profit/(loss) for the year	(7)	-	82	(25)	507	696	N/A
Total assets	**46**	**2**	**95**	**333**	**1,167**	**532**	N/A
Total liabilities	**(12)**	**-**	**(372)**	**(372)**	**(2,264)**	**(44)**	N/A
2010							
Revenue	-	-	-	-	-	434	12,096
Gross profit (loss)	-	-	-	-	-	191	5,893
Profit/(loss) for the year	-	-	39	(393)	(216)	(217)	1,903
Total assets	**70**	**3**	**30**	**397**	**2,229**	**94**	**5,450**
Total liabilities	**(43)**	**(1)**	**(547)**	**(358)**	**(2,273)**	**(16)**	**(2,339)**

(1) All these companies' transactions are carried out with Group Companies.

(2) As indicated in Note 12, the Company acquired 100% of the capital of Ajecen del Sur, S.A. in 2011.

b) Rate of exchange applicable in Venezuela

With effect from February 2003, a control exchange system has been in force in Venezuela which includes the fixing of an official controlled exchange rate of 4.30 Bolívares Fuertes (BF) per US dollar (US$) as at December 31, 2011 and 2010. The Currency Administration Commission (CADIVI) controls and approves the acquisition and sale of currency at the official exchange rate.

To be able to obtain currencies at the above-mentioned official rate for the payment of debts and dividends in foreign currency, companies must comply with a series of administrative and legal requirements and obtain the prior approval of CADIVI. Alternatively, to June 2010 companies could opt to use the securities swap market, by means of which it was possible to obtain currencies indirectly at an implicit rate which at December 31, 2009 stood at 5.97 BF per US$. With effect from June 2010, the Venezuelan Government determined that companies may apply to acquire securities through the Foreign Currency Securities Transaction System (SITME), to a maximum of 350,000 US$ per month. At December 31, 2011 and 2010 the SITME rate was 5.30 BF per US$.

As at December 31, 2011 the Group's Venezuelan subsidiaries record accounts payable totalling 14,202 thousand US dollars (2010: 21,546 thousand US dollars), including balances with other Group companies eliminated in the consolidation process, for which funds had been requested and were pending approval by CADIVI. Additionally, at December 31, 2011 those subsidiaries maintain a net monetary asset position in foreign currency, including balances with other Group companies eliminated in the consolidation process, amounting to 587 thousand US dollars (2010: net asset position of 7,107 thousand US dollars) related to assets and liabilities for which CADIVI authorisation had not been requested.

To translate said balances to the functional currency of the Venezuelan subsidiary pursuant to IAS 21, the Group makes its best estimate of the expectation of future bolivar fuerte flows which would have to be paid at the year end in order to extinguish the obligations, or which would be received following cancellation of the monetary assets. At December 31, 2011 balances payable with CADIVI were valued at the official rate of 4.30 BF per US$, and other monetary assets and liabilities in foreign currency were valued at the SITME rate of 5.30 BF per US$. Valuing the totality of monetary assets and liabilities at year end at the SITME rate would have entailed a loss on exchange of 2,554 thousand euros at December 31, 2011.

The Group has used the official rate to translate the assets, liabilities, equity, results and cash flows of its Venezuelan subsidiaries to the presentation currency given that this is the rate at which it expects to realise its investment, mainly by receiving dividends on account of the future results of the subsidiary, and given that (i) the company does not anticipate any significant difficulties in complying with the relevant legal and administrative requirements and obtaining the authorisation of the CADIVI and (ii) the Group and the minority shareholders of the subsidiary currently intend not to demand payment of dividends in the short term, until the procedures necessary for obtaining the foreign currency at the official rate of exchange have been completed.

The following table shows how converting the subsidiary's balances and transactions to euros at the SITME rate rather than the official rate would have affected its main figures:

(thousand euro)	At the official rate	At the SITME rate
2011		
Revenue [1]	114,651	93,019
Gross profit [1]	37,277	30,243
Profit for the year [1]	(3,167)	(2,569)
Total assets [1]	**94,224**	**76,446**
Total liabilities [1]	**72,894**	**59,141**
2010		
Revenue [2]	105,256	85,396
Gross profit [2]	36,152	29,331
Profit for the year [2]	(6,306)	(5,117)
Total assets [2]	**65,981**	**53,532**
Total liabilities [2]	**48,095**	**39,020**

1 Closing official rate 2011: 5.56 Bolivar Fuertes per euro. SITME rate: 6.86 Bolivar Fuertes per euro.

2 Official year-end rate 2010: 5.77 Bolivar Fuertes per euro. SITME rate: 7,11 Bolivar Fuertes per euro.

5. Property, plant and equipment

The breakdown of and changes in the various items comprising property, plant and equipment is as follows:

					Thousand euro
	Land, constructions and buildings	**Machinery and equipment**	**Vehicles, furniture and other fixed assets**	**Work in progress and advances**	**Total**
Balance at January 1, 2010	**60,048**	**159,192**	**15,952**	**24,915**	**260,107**
Additions	5,423	40,336	4,962	37,524	**88,245**
Disposals	64	(3,133)	(85)	(747)	**(3,901)**
Depreciation charge	(2,664)	(22,180)	(2,725)	-	**(27,569)**
Transfers	3,192	23,532	(265)	(26,459)	**-**
Monetary restatement	3,487	3,757	2,876	602	**10,722**
Translation differences	(2,210)	9,533	(2,146)	441	**5,618**
Final carrying value	**67,340**	**211,037**	**18,569**	**36,276**	**333,222**
At December 31, 2010					
Cost	81,274	302,144	32,801	36,303	**452,522**
Accumulated depreciation	(13,934)	(91,107)	(14,232)	(27)	**(119,300)**
Carrying value	**67,340**	**211,037**	**18,569**	**36,276**	**333,222**
Balance at January 1, 2011	**67,340**	**211,037**	**18,569**	**36,276**	**333,222**
Additions	7,143	22,932	7,445	24,248	**61,768**
Disposals	-	(2,933)	(385)	(2,251)	**(5,569)**
Depreciation charge	(3,285)	(24,256)	(4,368)	-	**(31,909)**
Transfers	1,210	28,299	(1,116)	(28,393)	**-**
Monetary restatement	2,984	4,275	252	286	**7,797**
Translation differences	(1,109)	(1,415)	480	(1,460)	**(3,504)**
Final carrying value	**74,283**	**237,939**	**20,877**	**28,706**	**361,805**
At December 31, 2011					
Cost	92,774	353,708	42,237	28,706	**517,425**
Accumulated depreciation	(18,491)	(115,769)	(21,360)	-	**(155.620)**
Carrying value	**74,283**	**237,939**	**20,877**	**28,706**	**361,805**

The main acquisitions of 2011 and 2010 relate to expansion projects at the production plants, as well as new constructions in Thailand, Colombia, Mexico, Ecuador, Nicaragua and Perú (2010: in Thailand, Brazil, Colombia, Mexico, Costa Rica and Ecuador).

Of the depreciation expense of 26,672 thousand euros (2010: 23,439 thousand euros) has been recorded in cost of goods sold and 5,237 thousand euros (2010: 4,130 thousand euros) in selling or administration costs.

Bank borrowings are secured on fixed assets for the value of 129,587 thousand euros (2010: 197,867 thousand euros).

Property, plant and equipment include the following amounts where the Group is a lessee under a finance lease:

(Thousand euro)	2011	2010
Capitalised finance lease costs	85,025	77,934
Accumulated depreciation	(18,156)	(13,786)
	66,869	**64,148**

The assets under finance lease are basically industrial premises and machinery.

Investment commitments at December 31, 2011 are disclosed in Note 30.b.

6. Intangible assets

The breakdown of and movements in the various items comprising intangible fixed assets are as follows:

(Thousand euro)	Trademarks and licences	Computer programmes	Total
Balance at January 1, 2010	**9**	**13**	**22**
Additions	-	365	365
Disposals	(9)	(42)	(51)
Translation difference	-	11	11
Amortisation charge	-	(14)	(14)
Final carrying value	**-**	**333**	**333**
At December 31, 2010			
Cost	54	530	584
Accumulated amortisation and losses due to impairment	(54)	(197)	(251)
Carrying value	**-**	**333**	**333**
At January 1, 2011	**-**	**333**	**333**
Additions	-	361	361
Disposals	-	(40)	(40)
Translation difference	-	2	2
Amortisation charge	-	(29)	(29)
Final carrying value	**-**	**627**	**627**
At December 31, 2011			
Cost	54	853	907
Accumulated amortisation and losses due to impairment	(54)	(226)	(280)
Carrying value	**-**	**627**	**627**

The entire amortisation charge was recorded in administration charges.

7. Financial instruments by category

The accounting policies on financial instruments have been applied to the items detailed below:

	Loans and receivables		Available for sale		Assets at fair value through profit or loss		Total	
(thousand euro)	**2011**	**2010**	**2011**	**2010**	**2011**	**2010**	**2011**	**2010**
Non-current assets								
Available-for-sale financial assets	-	-	1,078	867	-	-	1,078	867
Other receivables	6,906	6,761	-	-	-	-	6,906	6,761
Current assets								
Trade and other receivables	150,913	117,195	-	-	-	-	150,913	117,195
Cash and cash equivalents	17,554	8,720	-	-	-	-	17,554	8,720
Financial assets at fair value through profit or loss	-	-	-	-	-	565	-	565
	175,373	**132,676**	**1,078**	**867**	**-**	**565**	**176,451**	**134,108**

Trade and other receivables include trade receivable balances, sundry debtors and receivables from related parties (Note 9).

Practically all financial liabilities, which at December 31, 2011 include borrowings of 241,155 thousand euros (2010: 176,569 thousand euros) and trade payable balances and other accounts payable amounting to 262,084 thousand euros (2010: 229,153 thousand euros), come under the category of other financial liabilities per IAS 39 and are recorded initially at fair value and subsequently at amortized cost.

8. Available-for-sale financial assets

(Thousand euro)	**2011**	**2010**
Opening balance	**867**	**15,485**
Additions	179	1,852
Disposals	-	(10,457)
Monetary restatement	-	3,785
Impairment (Note 24)	-	(236)
Movements recorded in Equity (Note 24)	-	(1,195)
Translation differences	32	(8,367)
Closing balance	**1,078**	**867**

At December 31, 2011 and 2010 available-for-sale financial assets include the following:

(Thousand euro)	2011	2010
Shareholdings in Aéreo y Marítimo, Turismo y Servicios, C.A.- acquisition cost	1,872	1,805
Impairment	(973)	(938)
Shareholdings in Aéreo y Marítimo, Turismo y Servicios, C.A.- net value	**899**	**867**
Minority interests in other entities	179	-
	1,078	**867**

The main assets relate to an interest of 0.9% in the shipping company "Aéreo y Marítimo, Turismo y Servicios, C.A.", with registered office in Venezuela and not quoted on any organised market.

In 2010 the Group recorded a loss due to impairment of the investment of 236 thousand euros on the basis that there was a significant and prolonged fall in its fair value. This amount was recognised under the heading Other operating revenue in the income statement (Note 24). No further impairment was recorded in 2011.

At December 31, 2009 there were bonds issued by the Bolivarian Republic of Venezuela called "interest and covered capital securities" (ICCS) in US dollars, or "fixed interest securities" (FIS) in Bolivar Fuertes, with a fair value of 13,527 thousand euros, a nominal value or approximately 14,312 thousand euros and a cost, including acquisition expenses pending amortisation, of 15,285 thousand euros. In January 2010 all bonds classified as available-for-sale financial assets were settled to meet financial debt maturities.

During 2010 these investments generated interest at annual rates that varied between 5.25 % and 10.37 %; income for this item amounted to 53 thousand euros (note 25).

9. Trade and other receivables

At December 31, this heading breaks down as follows:

(Thousand euro)	2011	2010
Trade receivables	66,722	60,502
Less: provision for losses due to impairment of receivables	(4,322)	(1,467)
Trade receivables – Net	62,400	59,035
Positive balances of other taxes	30,532	20,026
Miscellaneous debtors	23,509	16,291
Accounts receivable from related parties (Note 31)	21,132	10,493
Advance payments	20,246	18,111
Total	**157,819**	**123,956**
Less: non-current part	6,906	6,761
Current total	**150,913**	**117,195**

The balance relating to the non-current portion mainly concerns deposits and guarantees.

The details of positive balances of other taxes at the end of 2011 and 2010 are as follows:

(Thousand euro)	2011	2010
Value added tax receivable	23,387	13,542
Other tax credits	7,145	6,484
	30,532	**20,026**

The receivable balance for value added tax includes the balance held by the Group's Mexican subsidiaries of 18,780 thousand euros (2010: 11,482 thousand euros), mainly due to this tax being invoiced at a rate of 0% on some principal products; this is generally recovered by way of set off against other types of tax or directly requesting a refund from the tax authorities.

At December 31, 2011 sundry receivables mainly include deposits denominated in bahts amounting to 6,738 thousand euros (2010: 6,005 thousand euros), provided as security for the litigation mentioned in Note 29.1, classified as non-current, and advances and loans to employees amounting to 3,120 thousand euros (2010: 3,271 thousand euros) which accrue no interest at the year end and mature in the short term.

The advance payments consist mainly of sums advanced to transporters and other suppliers on account of services to be provided or goods to be delivered in the short term.

The fair values of trade and other receivables at present do not significantly differ from their book value. The fair value of non-current receivables at December 31, 2011 amounted to 6,408 thousand euros (2010: 6,390 thousand euros).

The maximum exposure to credit risk at the date of presentation of the information is the balance of customers and accounts receivable.

At December 31, 2011 the Group recognised a provision of 4,322 thousand euros (2010: 1,467 thousand euros) due to impairment of its trade receivables. The movement in the provision is as follows:

(Thousand euro)	2011	2010
Opening balance	(1,467)	(1,394)
Impairment of receivables (Note 21)	(3,311)	(3,538)
Receivables written off	143	3,213
Translation differences	313	252
Closing balance	**(4,322)**	**(1,467)**

The creation and release of provision for impaired receivables have been included under the heading Selling costs in the income statement. Amounts charged against the impairment loss account are normally derecognised when there is no expectation of recovering further cash. The balances provided are also entirely for mature debt of more than six months standing.

At December 31, 2011 accounts receivable amounting to 11,693 thousand euros (2010: 9,510 thousand euros) were past due but not impaired. These relate to a number of independent customers and debtors for whom there is no recent history of default. The ageing analysis of these trade receivables accounts is as follows:

(Thousand euro)	2011	2010
Up to 30 days	4,619	5,272
From 31 to 60 days	1,405	2,558
From 61 to 90 days	1,483	1,253
More than 90 days	1,680	427
More than 180 days	2,506	-
	11,693	**9,510**

Balances receivable are denominated in the following currencies:

(Thousand euro)	2011	2010
Mexican peso	21,919	29,033
Nuevo sol	32,011	25,079
Bolivar fuerte	15,291	10,712
US dollar	39,649	23.348
Baht	26,339	19,330
Colombian peso	11,320	5,055
Brazilian real	3,816	2,644
Other currencies	7,474	8,755
Closing balance	**157,819**	**123,956**

Other currencies mainly includes Euro, Colon and Quetzal.

10. Inventories

Inventories at December 31, 2011 and 2010 may be analysed as follows:

(Thousand euro)	2011	2010
Cost		
Raw materials	64,611	53,184
Work in progress	9,205	9,515
Prepayments to suppliers	4,082	2,553
Finished products	21,905	14,500
	99,803	79,752
Provision for impairment		
Inventories	(2,430)	(1,047)
	(2,430)	(1,047)
Closing balance	**97,373**	**78,705**

Advance payments include payments made to suppliers in order to guarantee the supply of raw materials and spare parts.

The movement in the impairment adjustment is as follows:

	Total	
(Thousand euro)	2011	2010
Opening balance	(1,047)	(1,465)
Inventory impairment charged to cost of sales	(2,477)	(3,159)
Disposals	1,166	3,161
Translation differences	(72)	416

Closing balance	**(2,430)**	**(1,047)**

Practically all inventory consumption has been recorded under the heading Cost of goods sold.

Commitments for the purchase of inventories at the year end relate to transactions in the ordinary course of business, considering that the fulfilment of these commitments will not give rise to losses for the Company (Note 30.a).

11. Other financial assets at fair value through profit or loss

Thousand euro	2011	2010
Opening balance	565	-
Additions	6,639	4,247
Disposals	(7,254)	(3,682)
Translation differences	50	-
Closing balance	**-**	**565**

In 2011 and 2010 the Group acquired bonds issued by the Bolivarian Republic of Venezuela, that permitted it to obtain US dollars which were used to pay suppliers. As a result of these transactions the Group incurred losses on foreign exchange which were included in Losses on foreign currency transactions (Note 25).

Acquisitions and sales of other financial assets at fair value through profit or loss have been included in the investment activities heading of the cash flow statement.

At December 31, 2010, mainly PDVSA Bonds were held maturing in 2017. The Group did not hold this type of assets at the 2011 year end.

12. Financial derivatives

At the 2011 and 2010 year end the Group recorded no balances for financial derivatives. The movement in 2010 in this type of instruments was as follows:

	Thousand euros		
	Cross-currency swap	Exchange rate futures contracts	Total
Balance at 01/01/2010	**(728)**	**(67)**	**(795)**
Credited (charged) to financial results (Note 25)	774	75	**849**
Translation differences	(46)	(8)	**(54)**
Balance at 31/12/2010	**-**	**-**	**-**

Under the CCS (cross currency swap) it was agreed to pay a financial institution a TIIE variable rate at 91 days with a spread of 386 base points with a notional amount of 1,070,100 thousand Mexican pesos; receiving a Libor variable rate at 91 days on a notional amount of 1,000,000 thousand Mexican pesos. The CSC matured in July 2010 and its fair value (liability) at December 31, 2009 was 13,616 thousand Mexican pesos (728 thousand euros).

The exchange rate futures contracts were made up principally of a Collar type derivative with foreign

Closing balance	**(2,430)**	**(1,047)**

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The exchange rate futures contracts were made up principally of a Collar type derivative with foreign

14. Share capital

The total number of shares at December 31, 2011 and 2010 is 9,866,482 with a par value of 1 euro each. All of the shares issued have been fully paid.

In 2011 and 2010 there were no changes in the share capital figure.

The detail of shareholders with holdings equal to or greater than 10% is the following:

	Aje Netherlands Cooperatief, U.A.	Duinsand, B.V.	Rozenboom, B.V.	Pellenaer, B.V.	Galstaff, B.V.
At 31.12.2011 and 31.12.2010	10.00%	22.50%	22.50%	22.50%	22.50%

The Company is ultimately controlled by Mr. Ángel Eduardo Añaños Jeri, Mr. Álvaro Nivardo Añaños Jeri, Mr. Arturo Fernando Añaños Jeri and Mr. Carlos Enrique Añaños Jeri.

15. Availability of and restrictions on reserves and retained earnings

Translation differences arise on conversion by foreign entities of their functional currency to the presentation currency. There is no associated tax component.

Retained earnings at December 31, 2011 and 2010 include an amount of 16,621 thousand euros for reserves recorded as a result of the acquisition of subsidiaries, at the difference between the cost of acquisition and the carrying value of the subsidiaries at the time of purchase. This amount pertains to the Company's voluntary reserves.

Retained earnings also include the excess or shortfall in acquisition cost versus carrying value of the acquisition or sale of shareholdings in subsidiaries to non-controlling interests (Note 1.2).

Only the Company can distribute dividends to shareholders. Any dividends that are distributed are subject to the limitations and restrictions of the Companies Act 2010 in Spain. In accordance with current regulations the maximum amounts to be distributed and the limitations and restrictions applicable are based on the amounts presented by the Company in its individual financial statements prepared under Accounting Principles and Rules Generally Accepted in Spain.

In accordance with the Spanish Companies Act, 10 % of profits must be transferred to the legal reserve each year until it represents at least 20 % of share capital. The legal reserve may be used to increase capital in an amount equal to the portion of the balance that exceeds 10 % of capital after the increase. Otherwise, until it exceeds 20 % of share capital and provided there are no available reserves, the legal reserve may only be used to offset losses. At December 31, 2011 and 2010 the Company's legal reserve amounts to 1,184 thousand euros which is included under Retained earnings.

Retained earnings include unavailable reserves recorded by subsidiaries owing to requirements analogous to those described above. These reserves amount to 8,280 thousand euros at December 31, 2011 (7,940 thousand euros at December 31, 2010).

The proposal for distribution of the result of 2011 and other reserves of the dominant company to be presented to the Shareholders' General Meeting, and the distribution approved in 2010, consists in the transfer to retained earnings (prior years losses), of the current year losses amounting to 1,138 thousand euros in 2011 and 6,936 thousand euros in 2010.

16. Trade and other payables

At December 31, this heading breaks down as follows:

(Thousand euro)	2011	2010
Trade payables and creditors	177,043	158,684
Accounts payable to related parties (Note 31)	59,576	52,208
Other taxes and Social Security payable	23,698	14,459
Other accounts payable	1,767	3,802
	262,084	**229,153**

Other taxes and Social Security payable include VAT payable, Social Security contributions and tax withholdings.

The balances payable are in the following currencies:

(Thousand euro)	2011	2010
Mexican peso	20,926	24,442
Nuevo sol	23,082	29,411
US dollar	99,445	77,597
Euro	45,756	47,340
Bolivar fuerte	15,928	10,960
Baht	23,428	19,299
Colombian peso	22,302	16,024
Colones	2,286	2,164
Quetzal	3,176	333
Actual	4,895	1,098
Other currencies	860	485
	262,084	**229,153**

17. Borrowings

The details at December 31 are the following:

(Thousand euro)	2011	2010
Non Current		
Bank loans	120,452	56,608
Finance lease liabilities	25,040	28,591
Documents payable (bank promissory notes for purchase of fixed assets)	14,831	10,824
Other	-	52
	160,323	96,075
Current		
Bank loans	66,388	69,096
Finance lease liabilities	8,195	8,470
Documents payable (bank promissory notes for purchase of fixed assets)	5,588	2,734
Other	661	194
	80,832	80,494
Total borrowings	**241,155**	**176,569**

In accordance with Note 2.14 the debt carrying value is presented net of transaction costs. Pertaining the main refinancing operations carried out in 2011, described in epigraphs 1 to 2 below, the Group recorded as part of amortized cost of the liabilities transaction expenses incurred in the year amounting to 912 thousand euros, and charged results for transaction expenses incurred in previous years pending amortization by 1,046 thousand euros, depending on the evaluation, as the extinguishment or not of a previous liability, of the corresponding operations.

En relación con las principales operaciones de refinanciación llevadas a cabo en el ejercicio 2011, descritas en los apartados 1 a 2 inferiores, el Grupo registró como parte del coste amortizado costes de transacción incurridos en el ejercicio por importe de 912 miles de euros, y llevó a resultados costes de transacción incurridos en ejercicios anteriores y pendientes de reconocer por importe de 1.046 miles de euros, en función de la consideración, como extinción de un pasivo anterior o no, de las operaciones correspondientes.

At December 31, 2011 the undrawn limit on short term lines of credit amounts to 43,248 thousand euros (2010: 64,340 thousand euros).

At December 31, 2011 and 2010 the exposure of the Group's borrowings to interest rate fluctuations (see Note 3.1.b) and the contractual dates on which prices are reviewed are as follows:

(Thousand euro)	From 0 to 6 months	Fixed rate	Total
Total borrowings			
At December 31, 2010	118,399	58,170	176,569
At December 31, 2011	155,732	85,423	241,155

The maturity of the carrying value (amortised cost) of non-current borrowings is as follows:

(Thousand euro)	2012	2013-2014	2015 onwards	Total
At December 31, 2010				
Bank loans	24,161	31,546	901	56,608
Finance lease liabilities	12,678	13,061	2,852	28,591
Documents payable (bank promissory notes for purchase of fixed assets)	3,317	6,285	1,222	10,824
Other	52	-	-	52
	40,208	**50,892**	**4,975**	**96,075**

(Thousand euro)	2013	2014-2015	2016 onwards	Total
At December 31, 2011				
Bank loans	34,548	85,904	-	120,452
Finance lease liabilities	7,168	16,623	1,249	25,040
Documents payable (bank promissory notes for purchase of fixed assets)	5,193	9,188	450	14,831
	46,909	**111,715**	**1,699**	**160,323**

The effective interest rates applicable at the end of the year were the following, according to the currency of the borrowing:

(%)	US$	Mex. pesos	Bolivars	Nuevo Sol	Baht	Other
At December 31, 2010						
Bank loans	3.80%	7.5%	19.00%	4.74%	5.95%	7.85%
Finance leases	6.68%	-	-	8.45%	4.79%	5.41%
Documents payable	6.2%	-	-	6.9%		-
At December 31, 2011						
Bank loans	4.40%	8.30%	19.00%	7.49%	5.88%	6.00%
Finance leases	6.93%	12.40%	-	7.08%	7.41%	6.11%
Documents payable	6.33%	-	-	8.60%	-	7.50%

The carrying values and their corresponding fair values at December 31, 2011 and 2010 are as follows:

(Thousand euro)	Carrying value	Fair value
At December 31, 2010		
Bank loans	125,704	116,399
Finance lease liabilities	37,061	33,886
Documents payable	13,558	13,358
Other	246	246
	176,569	**163,889**
At December 31, 2011		
Bank loans	186,840	175,381
Finance lease liabilities	33,325	31,119
Documents payable	20,329	17,838
Other	661	661
	241,155	**224,999**

The carrying value of the Group’s borrowings at December 31, 2011 and 2010 is denominated in the following currencies:

(Thousand euro)	2011	2010
US dollar	176,963	70,927
Mexican peso	4,791	22,596
Bolivar fuerte	15,651	15,696
Nuevo sol	16,972	36,148
Baht	16,734	14,354
Colombian peso	7,703	12,282
Other currencies	2,341	4,566
	241,155	**176,569**

Finance lease payables may be analysed as follows:

(Thousand euro)	2011	2010
Finance lease liabilities: minimum lease payments:		
Less than 1 year	10,012	12,959
Between 1 and 5 years	29,222	29,708
	39,234	42,667
Future financial charges under finance leases	(5,999)	(5,606)
Present value of finance lease liabilities	**33,235**	**37,061**

In accordance with the contractual terms of the long term bank loans the Group is obliged to comply with certain financial covenants, determined on the basis of the Group's consolidated financial statements and the individual financial statements presented under local accounting regulations The table below identifies the applicable covenants, the financial statements used in their calculation and the amount payable at the year end.

	Ajeper, S.A.	**Ajegroup, S.A. de C.V.**	**Thailand Subsidiaries[4]**	**ATIC [5]**
Debt affected, in thousand euros, at 31.12.2010	**21,527**	**47,760**	**11,267**	**47,760**
Debt coverage [1]	<2.5	<3.5	-	<2.75
Interest coverage [2]	>3.2	>2.5	-	>3.00
Total liabilities /equity	<2.0	-	-	-
Financial debt / equity	-	-	<2.0	-
Current assets / current liabilities	>0.8	-	-	-
Debt service coverage [3]	>1.0	-	>1.0	-

	Ajeper, S.A.	**Ajecolombia, S.A.**	**Thailand Subsidiaries[4]**	**ATIC [5]**
Debt affected, in thousand euros, at 31.12.2011	**27,918**	**6,210**	**10,091**	**77,168**
Debt coverage [1]	<3.5	-	-	<2.85
Interest coverage [2]	-	>4.4	-	>4.00
Total liabilities /equity	<2.0	-	-	-
Financial debt / equity	-	-	<3.0	-
Debt service coverage [3]	>1.1	-	>1.1	-
Net financial debt/ EBITDA	-	<4.0		

1) Financial debt (borrowings and other non-trade debts) / EBITDA (earnings before interest, tax, depreciation and amortization, not including extraordinary items).

2) EBITDA / Interest costs

3) EBITDA / (Interest costs + repayment of debt). For Thai subsidiaries, the ratio must be higher than 3 in the event that dividends are paid.

4) Ajethai Co.Ltd. and Ayacucho Preforms Co. Ltd. As from 2011, it is also established for these subsidiaries and Kola Real Trading, Ltd. that the Group's charges for management services and royalties may not exceed 5% of net income.

5) Consolidated figures of Grupo Embotellador ATIC, S.L. and subsidiaries. As from 2011 it is further established that equity may not be reduced to less than 90% of equity at December 31, 2010, measured in constant euros.

Breach of the contractual covenants entitles the financial institutions to seek the early reimbursement of the amounts pending.

At December 31, 2011 and to the date of preparation of these consolidated financial statements, the Group fulfilled all these obligations.

At December 31, 2010 the Group did not comply with the financial obligations of the following agreements:

- Sale and lease-back contract and other loans from Ajeper, S. A. amounting to 8,516 thousand euros. In this respect, the financial institution granted the Company the waiver required for compliance at December 31, 2010, and therefore the amounts due at that date were presented in the financial statements in accordance with their original maturities, mainly long term.
- Loan to Ajethai Co. Ltd. of 3,142 thousand euros which includes a current portion of 251 thousand euros and a long-term component of 2,891 thousand euros. Since the company was unable to comply with the condition of maintaining a debt-equity ratio of under 2 and no waiver was received from the financial institution under after the date of the balance sheet, the long-term position was presented at the end of 2010 under current liabilities.

Principal financing operations of 2011

1. Rabobank loan

On July 6, 2011 Grupo Embotellador ATIC, S.L., Ajemex, S.A. de C.V. and Inmobiliaria Alpamayo, S.A. de C.V. entered into a loan contract with Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., “Rabobank Nederland”, amounting to 100 million US dollars, divided into two tranches:

67 million US dollars used to early repay the amount pending payment on the syndicated loan described in paragraph 4 below.

33 million US dollar used to finance investments in property, plant and equipment of the Group's subsidiaries and other general corporate needs.

The loan is payable over a period of 5 years, through 9 half yearly repayments to be made as from July 8, 2012. The applicable interest rate is LIBOR plus a spread that depends on the ratio “Financial debt / EBITDA” of Grupo Embotellador ATIC, S.L. and subsidiaries, which varies between 200 and 300 basis points for the first 4 six monthly payments and 235 and 335 for the rest.

The loan is secured through the corporate guarantee of ATIC, Ajemex, S.A. de C.V., Inmobiliaria Alpamayo, S.A. de C.V., Ajegroup, S.A. de C.V., Cocentro, S.A. de C.V., Ajemaya, S.A. and Ajecuador, S.A.

The contract lays down the obligation to fulfil certain financial obligations (covenants), detailed previously in this Note. A series of restrictions on the Group's activities was also imposed which included:

- Arrange additional financing in excess of 44 million US dollars.

- Arrange guarantees, mortgages, pledges or security, other than those needed in the ordinary course of business unless they relate to the additional financing mentioned above.

- Carry out operations that entail the loss of control or removal of any subsidiary, the merger of a third party with a subsidiary or the sale, assignment, lease or disposal of a substantial part of the business or assets of any subsidiary.

- Declare or pay any dividend or similar distribution or make any payment for the purchase, redemption or other acquisition of shares in a subsidiary or issue any options, guarantees or other rights to acquire such shares for amounts in excess of 15 million US dollars.

-Carry out transactions with related parties not in the ordinary course of business and that are not performed on an arm's length basis and specifically, not grant loans to related parties, except for loans to Callpa Limited or any of its subsidiaries that do not exceed 20 million US dollars.

- Carry out any material change in the nature or management of the business related to production, processing and bottling of drinks.

2. Loan and restructuring of the sale- lease- back of Interbank

On December 28, 2011 Ajeper, S.A. entered into a loan contract with Banco Internacional del Perú (Interbank) amounting to 28.4 million US dollars, which was used to restructure the loan with that entity mentioned in paragraph 5 below, on which the amount payable at that time amounted to 8.5 million US dollars and, in the remaining amount, to pay current liabilities with this and other financial institutions.

The new loan matures in 5 years and accrues interest at 6.20% to 8.20%, gradually over the term of the contract.

The contract lays down for Ajeper, S.A. limitations similar to those indicated in 1 above for the Rabobank contract, mortgages and guarantees over several properties and machinery owned by the subsidiary and the obligation to fulfil covenants.

On that same date Ajeper, S.A entered into an agreement with Interbank to restructure the sale and lease back mentioned in 5 above, on which the amount payable amounted to 10.2 million US dollars at that time. Under the terms of the agreement, the debt will be repaid in a period of 5 years.

3. Banco Santander Loan

On July 14, 2011 Ajecolombia, S.A. entered into a loan contract with Banco Santander, S.A. amounting to 8.0 million US dollars, used to purchase machinery. The loan matures in 5 years and accrues interest at an annual interest rate of LIBOR plus 175 basis points.

The contract lays down for Ajecolombia, S.A. certain limitations on its capacity to sell, assign or lease assets, carry out corporate transactions or make significant changes to the nature of its business. It also lays down the obligation to comply with the covenants indicated at the start of this Note.

<u>Principal financing operations of 2010 and previous years</u>

4. Syndicated loan and other

Ajegroup, S.A. de C.V. signed a loan agreement with Citibank, Banamex, Rabobank and other financial institutions on February 7, 2008 in the form of a syndicated loan. On January 22, 2010 changes were made to some of the original provisions of the loan under a contract of "Consent, waiver and amendment". The loan was guaranteed by ATIC, Ajeven, C.A, Ajegroup Belgium, S.A., Ajeper, S.A., Ajemaya, S.A., Ajecolombia, S.A., Ajemex, S.A. de C.V., Cocentro, S.A. de C.V. and Inmobiliaria Alpamayo, S.A. de C.V.

The amount of the loan was 50 million US dollars and 671.4 million Mexican pesos (MX$), divided into two tranches:

50 million US dollars and MX$ 516.4 million payable in 5 years, with six-monthly repayments of variable repayment percentage during the loan. These resources were used to pre-pay the existing debts of Ajemex, S.A. de C.V. and Alpamayo, S.A. de C.V, (subsidiaries of Ajegroup, S.A. de C.V.) to banks and to machinery suppliers falling due in the short term.

155 million MX$ payable at 3 years, with a single payment at the end of the period. The resources were used as working capital.

The rate of interest applicable to the loan depended on the “Debt / Ebitda” indicator of Ajegroup, S.A. de C.V. and subsidiaries; if the indicator is greater than 3 the rate was Libor or TIEE+350 basis points (Libor being applicable to the US dollar tranche, and TIIE applicable to the debt in Mexican pesos), and if it is less it would be +250.

The loan was secured by: 1) non-possessory pledge of current assets, 2) irrevocable fiduciary guarantee on fixed assets and properties and 3) pledge on the shares of Grupo Embotellador Atic, S.L. and subsidiaries, referred to at the beginning of this Note.

A series of restrictions on the financing, investment and other activities of the Group was also imposed which included:

Making investments in fixed assets above certain amounts, if the “Debt / Ebitda” indicator of the consolidated groups of Ajegroup, S.A. de C.V. and ATIC was higher than 3 and 2.5, respectively.

- Raise additional funding if the covenants laid down in the Loan Agreement were exceeded.

- Provide bank guarantees, mortgages, pledges or other security, other than those necessary in the normal course of business, those relating to taxes or other government charges, or those related to the obtaining of finance, if in the latter case the market value of the assets mortgaged or pledged exceeded 10 million US dollars.

- Carry out corporate operations which involved loss of control over or the disappearance of any subsidiary or of substantially all of the business or assets of any subsidiary.

- Dispose by direct or indirect sale, lease or other means of assets other than stocks for an aggregate amount in excess of 5 million US dollars.

- Declare or pay any dividend, separate assets, or permit the purchase, redemption, withdrawal or other acquisition of any share capital, or make or permit any other distribution, whether in cash or kind.

- Make any disposal, loan credit, capital contribution, acquisition of capital securities, bonds, promissory notes, debentures or other debt instruments except for:

  o Trade credits in the normal course of business

- Investments equivalent to cash
- Investments in subsidiaries completely controlled by the Group

- Carry out operations with related parties not in the normal course of business and not at arm's length

- Carry on business activities other than those that were carried on.

- Carry out sale/leaseback operations.

- Enter into swap agreements other than those required by the syndicated loan agreement, or unless that are entered into with a view to protecting against fluctuations in interest rates, exchange rates or raw materials necessary for the production of goods in the ordinary course of the Group's business. - The terms and conditions of such swap agreements would also be subject to the prior written consent of the administrative agent of the syndicated loan.

In 2011 this syndicated loan was paid in advance in full through the funds obtained on the transaction described in section 1 above.

5. Sale and lease bank and Interbank loan

Ajeper, S.A. signed a sale and leaseback contract with Interbank on June 30, 2008 over the property, machinery and equipment making up the subsidiary's beer plant. The financing granted amounted to 27.2 million US dollars, and the funds were used to reorganize the loans which the subsidiary had with various credit institutions to short term.

The original term of the loan was 60 months, with a period of grace for repayment of the principal of 6 months from June 30, 2008. The agreed interest rate is 8.75% a year.

The contract is secured by the assets of the beer plant and by a promissory note signed in favour of the creditor loan and by a pledge or chattel mortgage agreement in favour of the creditor over all of the distinctive signs entered in the Intellectual Property Register of Peru identifying beers, malt beers and neighbouring products made in the production unit of the brewery business.

This debt requires compliance with certain covenants, indicated at the start of this Note.

On September 2, 2010 Ajeper, S.A. signed with this same entity a five year loan of 28,500 thousand nuevos soles (6,733 thousand euro) and an interest rate of 7.30% p.a., used to restructure short-term debts with other entities. This loan entails the same financial obligations and the same guarantees as the sale-leaseback agreement.

6. BBL loans

On April 23, 2010 the Group's Thai subsidiaries signed loan contracts for 450 million bahts (9 million euros) with Bangkok Bank Plc (BBL) maturing 72 months from the date of availability of the funds; short term credit facilities for 60 million bahts (1.2 million euros); and availability of documentary credit, trust receipt and importation guarantee letters for 440 million bahts (9 million euros). The funds were used to finance the extension of the bottling and preform production lines and business operations. Ajethai Co. Ltd. and Ayacucho Preform Co. Ltd. have contractually undertaken to:

- Arrange mortgage guarantees on production plants and machinery for an aggregate sum of 1,400 million bahts (28.5 million euros).

- Comply with the financial requirements indicated in the above table over the life of the loans.

These loans bear interest at an annual rate of the MLR -1,375% during the first two years following the initial drawdown, and the MLR -1.5% after that date. The loans have periodic maturities until 2016.

18. Deferred taxes

A breakdown of deferred tax assets and liabilities is as follows:

(Thousand euro)	2011	2010
Deferred tax asset		
Deferred tax assets to be recovered in more than 12 months	8,272	5,719
Deferred tax assets to be recovered in 12 months or less	13,997	9,665
	22,269	**15,384**

(Thousand euro)	2011	2010
Deferred tax liabilities		
Deferred tax liabilities to be recovered in more than 12 months	(12,319)	(10,145)
Deferred tax liabilities to be recovered in 12 months or less	(7,085)	(4,272)
	(19,404)	**(14,417)**
Net deferred tax	**2,865**	**967**

The movement in the net deferred tax accounts is as follows:

(Thousand euro)	2011	2010
Opening balance	**967**	**(4,251)**
Translation differences and monetary restatement	(309)	(711)
Credit to income statement (Note 26)	2,206	5,929
	2,865	**967**

Movements of deferred tax assets and liabilities in 2011 and 2010, without taking into consideration the offsetting of balances involving the same tax jurisdiction and company, are as follows:

	Thousand euro				
Deferred tax liabilities	**Fixed assets**	**Inventories**	**Receivables**	**Other**	**Total**
Balance at January 1, 2010	**13,013**	**4,378**	**395**	**1,423**	**19,209**
(Debit)/credit to the income statement	(0,263)	(1,687)	1,178	(53)	(825)
Translation differences and monetary restatement	(99)	644	(358)	585	772
At December 31, 2010	**12,651**	**3,335**	**1,215**	**1,955**	**19,156**
At January 1, 2011	**12,651**	**3,335**	**1,215**	**1,955**	**19,156**
(Debit)/credit to the income statement	4,069	(1,693)	771	109)	3,038
Translation differences and monetary restatement	406	(237)	3	(38)	134
At December 31, 2011	**17,126**	**1,405**	**1,989**	**1,808**	**22,328**

	Fixed assets	Tax credits for losses	Provisions and expenses accrued	Accounts payable	Inventories	Dividend tax credit	Other	Total
Deferred tax assets								
Balance at January 1, 2010	**75**	**576**	**2,729**	**1,938**	**735**	**7.965**	**940**	**14,958**
Debited/(credited) to income statement	431	4,702	(564)	(1,361)	(578)	1,090	1,385	5,105
Translation differences and monetary restatement	-	95	512	88	604	.	(1,239)	60
At December 31, 2010	**506**	**5,373**	**2,677**	**665**	**761**	**9,055**	**1,086**	**20,123**
At January 1, 2011	**506**	**5,373**	**2,677**	**665**	**761**	**9,055**	**1,086**	**20,123**
Debited/(credited) to income statement	669	3,871	814	1,341	**331**	(1,293)	(489)	5,244
Translation differences and monetary restatement	(5)	(2)	(92)	3	7	-	(85)	(174)
At December 31, 2011	**1,170**	**9,242**	**3,399**	**2,009**	**1,099**	**7,762**	**512**	**25,193**

Temporary differences in fixed assets are due principally to the revaluations carried out on certain items and to differences between useful lives for accounting and tax purposes. Differences in inventories are basically due to the tax treatment of the cost of inventories in different countries, which allow them to be taken to results for tax purposes at the time of purchase, instead of when they are taken to results for accounting purposes.

The tax credit on the distribution of dividends is recognised for profits pending distribution at the end of the year in the Maltese subsidiary Acava, Ltd. The Group is entitled to recover this credit once the tax on profits in the said jurisdiction has been settled (Note 26) and payment of dividends by the subsidiary has been ordered. To the extent that managers consider that the Group has both the intention and the capacity to undertake the necessary activities, a deduction is recorded at the year end as a deferred tax asset until the dividend payment is agreed, which normally occurs in the year following the one in which the profits are made by the subsidiary. Thus, the amount recorded as a deduction in 2009, amounting to 7,965 thousand euros, was part of the current income tax asset in 2010, which was paid by the Maltese authorities in September 2011. At December 31, 2011 a credit relating to 2011 was recorded in the amount of 7,762 thousand euros, which is expected to be collected during 2013.

Deferred tax assets for tax loss carry forwards are recognised to the extent that the corresponding tax benefit will probably be realised by way of future tax benefits. At December 31, 2011 the Group had recorded credits for tax loss carryforwards arising basically from losses incurred by the parent company in Mexico, Colombia, Thailand and Venezuela (2010: the parent company and subsidiaries in Mexico, Colombia, Nicaragua and Venezuela) which will lapse in the following years:

(Thousand euro)	2011	2010
Lapse:		
2011	-	285
2017	-	340
2019	1,909	-
2020	-	390
2021	3,033	-
2025	-	3,597
2028	3,511	-
No limit	789	761
	9,242	**5,373**

The Group has not recognised deferred tax assets (see Note 4.1) amounting to 5,636 thousand euros (2010: 881 thousand euros) in respect of losses totalling 16,577 thousand euros (2010: 2,935 thousand euros), with unlimited maturity date (2010: lapsing in 2011 and 2012). The non-recognised assets mainly relate to subsidiaries in Brazil and Central America.

No deferred tax liabilities deriving from the difference between the carrying value of the investments in subsidiaries and their tax value have been recognised, due to the fact that the parent Company is able to control the time of reversion of the temporary difference and the difference will probably not reverse in the foreseeable future. The global amount of the mentioned difference amounts to 100,938 thousand euros as at December 31, 2011.

19. Provisions and other liabilities

Details and movements at December 31 are as follows:

(Thousand euro)	Employee benefits (Nota 2.16)	Tax and other contingencies	Total
Balance at January 1, 2010	**1,727**	**4,211**	**5,938**
Charge to income statement:			
– Additional provisions	884	2,229	**3,113**
- Reversals	-	(805)	**(805)**
- Utilised	(119)	(1,818)	**(1,937)**
Translation differences	18	(150)	**(132)**
At December 31, 2010	**2,510**	**3,667**	**6,177**
At January 1, 2011	**2,510**	**3,667**	**6,177**
Charge to income statement:			
– Additional provisions	192	2,573	**2,765**
- Reversals	(168)	-	**(168)**
- Utilised	(843)	(249)	**(1,092)**
Translation differences	49	37	**86**
At December 31, 2011	**1,740**	**6,028**	**7,768**

(Thousand euro)	2011	2010
Non Current	7,000	1,185
Current	768	4,992
Closing balance	**7,768**	**6,177**

At December 31, 2011 Tax and other contingencies basically record the provision of 5,222 thousand euros (2010: 2,788 thousand euros) recorded in relation to Excise Tax (Note 29.1).

20. Revenue

All revenue for the years ended December 31, 2011 and 2010 relates to sales of goods, services provided and royalties charged.

The distribution of revenues by geographical market is the following:

(Thousand euro)	2011	2010
Mexico	179,346	253,488
Colombia	164,063	138,390
Peru	163,547	166,108
Thailand	126,963	120,817
Venezuela	114,651	105,256
Ecuador	51,094	50,852
Guatemala	47,792	39,298
Nicaragua	17,994	13,116
Honduras	10,444	4,685
Costa Rica	11,455	12,095
Brazil	6,083	-
El Salvador	3,617	2,098
Panama	1,934	434
Other	1,952	-
	900,935	**907,447**

The distribution of sales of goods by lines of business is the following:

(Thousand euro)	2011	2010
Soft drinks and juices	857,633	866,841
Beer	7,427	14,537
Water	31,631	24,974
Others (milk products, Snacks)	2,145	762
	898,836	**907,114**

Revenues for services relate mainly to the invoicing to related parties of charges for services and royalties for the use of trademarks (Note 31). Distribution by geographical market is as follows:

21. Expenses by nature

The breakdown of expenses by nature for 2011 and 2010 is as follows:

(Thousand euro)	2011	2010
Amortization and depreciation (Notes 5 and 6)	31,938	27,583
Employee benefit costs (Note 22)	106,418	93,527
Raw materials and consumables used, net of discounts received	483,467	489,673
Transport	68,661	67,138
Advertising costs	37,026	40,472
Board of directors fees / remuneration (Note 31)	698	899
Impairment of receivables net of reversal (Note 9)	3,311	3,538
Professional services	15,131	14,963
Leases	17,764	16,101
Electricity	22,487	17,107
Other taxes	10,809	9,359
Travelling expenses	5,044	5.714
Other expenses	53,961	60,731
	856,715	**846,805**

These expenses have been classified as followed in the income statement:

(Thousand euro)	2011	2010
Cost of sales	610,018	598,527
Selling expenses	163,709	165,923
Administrative expenses	82,988	82,355
	856,715	**846,805**

22. Employee benefit costs

This heading breaks down as follows:

(Thousand euro)	2011	2010
Wages and salaries	83,561	74,485
Indemnities	3,327	1,271
Third party administrative services	19,530	17,771
	106,418	**93,527**

Third party administrative services are paid to non-related companies which provide staff-related services to the Group companies.

The average number of employees by category is given below:

2010

	Men	Women	Total
Management	25	8	33
Administration	826	461	1,287
Sales staff	2,282	762	3,044
Production	2,821	502	3,323
Total	**5,954**	**1,733**	**7,687**

2011

	Men	Women	Total
Management	41	11	52
Administration	1,340	421	1,761
Sales staff	2,390	400	2,790
Production	2,764	165	2,929
Total	**6,535**	**997**	**7,532**

This figure includes both employees directly employed by the companies of the Group and those who provide services through administrative service companies.

The board of directors has been made up entirely of men since the company was incorporated.

23. Operating leases

Minimum future payments for assets on non-cancellable operating leases at December 31, 2011 and 2010 are the following:

(Thousand euro)	2011	2010
Less than 1 year	2,443	4,915
Between 1 and 5 years	7,489	8,971
More than 5 years	1,370	-
	11,302	**13,886**

The Group basically leases machinery and distribution warehouses. The expense recognised in the income statement for operating leases is detailed in Note 21.

24. Other operating income (expenses)

The details of this item for the years ended on December 31 are as follows:

(Thousand euro)	2011	2010
Profit on sale of fixed assets	543	1,800
Other income	2,619	349
Loss for the year and impairment of available-for-sale financial assets (Note 8)	-	(1,431)
Other expenses	(1,516)	-
	1,646	**718**

25. Net financial expense

This heading breaks down as follows:

(Thousand euro)	2011	2010
Financial expenses:		
Interest on loans with credit institutions	(21,474)	(15,034)
Bank fees	(2,595)	(1,472)
Total	(24,069)	(16,506)
Net profits/(losses) on foreign currency transactions	(15,680)	(13,298)
Net profit/(loss) on derivative financial instruments (Note 12)	-	849
Financial expenses	**(39,749)**	**(28,955)**
Interest income:		
Investments in ICCS or FIS bonds (Note 8)	-	53
Miscellaneous debtors	753	612
Total	753	665
Monetary earnings for the year (Monetary restatement)	4,627	3,669
Financial income	**5,380**	**4,334**
Financial income and expense	**(34,369)**	**(24,621)**

26. Income tax expense

(Thousand euro)	2011	2010
Current-income tax	(9,778)	(14,272)
Deferred income tax (Note 18)	2,206	5,929
	(7,572)	**(8,343)**

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to the consolidated companies' profits as follows:

(Thousand euro)	2011	2010
Profit (loss) before tax	**11,497**	**36,739**
Tax calculated at national tax rates applicable to profits in the respective countries	(4,434)	(11,425)
Profit free of taxes	1,834	2,139
Expenses not deductible for tax purposes	(5,707)	(6,917)
Losses for which a deferred tax asset has not been recognised	(4,505)	-
Use of losses not previously recognised	-	782
Other charges analogous to corporate income tax	(1,868)	(3,440)
Tax benefits	8,294	10,982
Revaluation of deferred taxes	(1,186)	(464)
Tax expense	**(7,572)**	**(8,343)**

The weighted average tax rate applicable in 2011 was 39% (2010: 31%). The variation is due to the greater share of consolidated results generated in the year by subsidiaries with higher tax rates, and the effect of loss-making subsidiaries.

In 2011, tax benefits mainly relate to the tax credit for the payment of dividends, amounting to 7,762 thousand euros (2010: 9.055 thousand euros) recorded by Aeonia Ltd. (Note 18).

Other charges analogous to corporate income tax contain basically non-recoverable withholdings made in certain countries on provisions of services charged by the Company.

Losses for which a deferred tax asset has not been recognised corresponds mainly to the tax losses in the Brazilian subsidiary (Note 18).

Corporate income tax pending payment at December 31, 2011 amounts to 21,958 thousand euros (2010: 20,306 thousand euros). At December 31, 2011, 7,762 thousand euros are recognised as a non-current liability as this amount is payable in 2013 because there is a tax grace period in Malta associated with the commencement of activities in that country (2010: 10,565 thousand euros falling due in 2012). At December 31, 2011 there are also current tax assets amounting to 30,877 thousand euros (2010: 21,979 thousand euros). The amounts to be received or paid are made up of the current tax charge for the financial year net of any payments on account.

27. Net foreign exchange gains/(losses)

Exchange differences (charged)/credited in the income statement are included in their entirety in the financial results (Note 25).

28. Cash generated from operations

	Euro thousand	
	2011	**2010**
Profit for the year	**3,925**	**28,396**
Corporate income tax (Note 26)	7,572	8,343
Depreciation of property, plant and equipment (Note 5)	31,909	27,569
Amortisation of intangible assets (Note 6)	29	14
Loss/(profit) on disposals of tangible and intangible fixed assets (Note 24)	(543)	(1,800)
Losses on the sale and impairment of available-for-sale financial assets (Note 8 and 24)	-	1,431
Loss/(profit) on the fair value of derivative instruments (Note 25)	-	(849)
Net movements in provisions (Note 19)	1,505	371
Net movements in working capital provisions (Notes 9 and 10)	5,788	6,697
Interest expense (Note 25)	24,069	16,506
Interest revenue (Note 25)	(753)	(665)
Exchange loss/(gain) in foreign currency transactions (Note 25)	15,680	13,298
Monetary earnings for the year (Monetary restatement) (Note 25)	(4,627)	(3,669)
Variations in working capital (excluding the effects of the monetary restatement And translation differences in consolidation):		
Inventories	(18,822)	11,146
Trade and other receivables	(29,724)	(57,048)
Trade and other payables	35,435	37,535
Cash generated from operations	**71,443**	**87,275**

In 2011 property, plant and equipment were acquired with a cost of 11,208 thousand euros (2010: 6,850 thousand euros) through finance leases and did not affect the cash flow statement.

Nor was the cash flow statement affected by the acquisition of the non-controlling interests of Acava, Ltd. and Ajecen del Sur, S.A. described in Note 31.a).

29. Contingencies

As a result of the Group's business activities some of its subsidiaries are involved in administrative and judicial proceedings. These proceedings are not however significant for the consolidation nor are they contingencies which could cause significant damage to the equity of the Group. In addition, the Group has the following significant tax contingencies.

29.1. Excise Tax - Thailand

Between 2006 and June 2010, Ajethai Co. Ltd. (Ajethai) calculated the base for its Excise Tax (on sales of drinks) based on its own interpretation of Thai law. According to this interpretation it was possible to include certain manufacturing costs and the profit margin. Despite the calculation being approved in writing by the Department of Excise Tax (DET) this department subsequently changed its position and decided to apply the higher public sale price as the base for calculating this tax. The difference in the assessment of the ex-factory price has given rise to the disputes referred to below:

a) In 2008 and 2009 the Thai authorities carried out inspections of supporting documentation for the payment of the Excise Tax of Ajethai and raised assessments for the period September 2006 to December 2008 for a total balance payable of 527.70 million baht (12,861 thousand euros).

b) These assessments were appealed against before the competent administrative authority, which rejected the appeal for years 2006 and 2007. In October 2010 the Company filed a new appeal with the judicial authorities (Central Tax Court), that issued a preliminary judgement on February 23, 2012. That judgement partially accepts the company's arguments and reduces the amounts claimed by the DET. The company will appeal against the judgement in the next instance and the Thai administration is also expected to appeal.

At the date of these consolidated financial statements, no decision has yet been issued on the administrative appeal relating to 2008.

The DET required that the Group restrict cash and arrange deposits to secure the appeals filed amounting to 276.47 million bahts (6,738 thousand euros) at December 31, 2011 (2010: 239,84 million bahts (6,005 thousand euros), which are reflected under Trade and other receivables - non-current (Note 9).

Based on the opinion of their external advisors, the directors consider it probable that the final outcome of these appeals will be partly favourable to the Group's interests. At December 31, 2010 it was estimated that the probable disbursement amounted to 111,34 million bahts (2,788 thousand euros), including interest. In 2011 this estimate was updated taking into account the arguments and conditions included in the aforementioned judgement of February 2012 and an additional amount of 102.93 million bahts (2,428 thousand euros) was reflected by charge to cost of goods sold. At December 31, 2011 the provision therefore amounts to 214.27 million baths (5,222 thousand euros). The Group records these amounts under Provisions for other liabilities and charges (Note 19).

The directors consider that as from September 2008 the Group is not exposed to additional liabilities because sales were made through the subsidiary Kola Real Trading, Co. Ltd. and therefore the applicable ex-factory price is the price agreed between this company and Ajethai.

c) The DET ordered the Group that as from June 25, 2010 it should use as a basis for the calculation of the Excise Tax on its main product format (535 millilitre bottles), a price of 8.18 bahts, which was higher than that used until that time. The Group filed an administrative appeal which was rejected in May 2011 and lodged an appeal against this decision in July 2011 with the Central Tax Court. No decision has been issued on this appeal at the date of preparation of these financial statements.

The amount of additional tax paid by the Group until December 31, 2011, following DET instructions, totals 294.68 million bahts (7,182 thousand euros) (at December 31, 2010: 96.85 million baths (2,425 thousand euros). Based on the opinion of the Group's external advisors, the directors consider that it is virtually certain that these amounts will be refunded.

29.2. Differential non-resident withholdings - Mexico

During 2010 the Mexican tax administration (SAT) issued a final assessment report concerning a shortfall in non-resident withholdings for 2004, which has been appealed against by the Group. Financial years 2005 and 2006 are also being inspected by the SAT.

It is considered that the maximum amount that the Administration could claim if they maintain the same approach as in the 2004 assessment, including the year inspected and those open to inspection, would be approximately 40,500 thousand Mexican pesos (2,233 thousand euros).

The directors, based on the opinion of their tax advisors, consider it is likely that the resolution of this contingency will be favourable to the Group, and therefore no provision has been recorded at December 31, 2011.

29.3. Tax Audit - Peru

As a result of the audit of Income Tax for fiscal year 2002, the Tax Administration issued to Ajeper, S. A. assessments setting out the liability due and penalties due to: (i) deductions not allowed; ii) failure to make payments on account; and (iii) related fines totalling approximately 10,602 thousand soles (2,873 thousand euros). The allegation that the company filed with the Tax Administration was rejected and therefore an appeal was filed with the Tax Court, which is currently being processed.

In this respect, the directors, based on the opinion of their legal advisors, consider that the final resolution of this process will be favourable to the Group and therefore no provision has been set up in this respect at December 31, 2011 or 2010.

29.4. Other tax audits

The Group's subsidiaries in Ecuador and Costa Rica are involved in disputes with the tax authorities over inspections of corporate income tax, VAT and other taxes amounting to 3,197 thousand euros. The directors, based on the opinion of their legal advisors, consider that the final resolution of these processes will be favourable to the Group and therefore no provision has been set up in this respect at December 31, 2011 or 2010.

30. Commitments

(a) Stock purchase commitments

On August 10, 2010 the Group signed a contract with Cervercería y Maltería La Calera S.A. (a company domiciled in Chile) under which this company is to provide barley malting services for a term of eight years as from September 2010. To this end, Ajeper SA will previously provide barley to the supplier so that it may supply 5,000 metric tonnes per year of malted barley. The price that the Group pays for this service is 173 US dollars per metric tonne.

The Group has entered into a contract with Copersucar Trading A.V.V. for the purchase of sugar for use in the production of soft drinks. This contract provides for commitments concerning monthly purchases of sugar for a total of 26,703 metric tonnes between July 2011 and June 2012. To ensure payment of these purchases, the Group has delivered a standby letter of credit to the supplier issued by a local financial institution for 1,995 thousand US dollars (1,547 thousand euros), maturing in August 2012.

(b) Capital commitments

The Group does not have relevant fixed assets purchase commitments as of December 31, 2011. Investments undertaken at December 31, 2010 but not yet incurred amounted to 19.212 thousand euros, mainly relating to plants and equipment under construction in Colombia, Thailand and Mexico.

31. Transactions with related-party

Transactions with related parties in 2011 and 2010 were as follows:

a) Transactions

(Thousand euro)	**2011**	**2010**
Other purchase transactions:		
- Acquisition of non-controlling interests (note 1.2)	7,992	38,971
- Acquisition of rights to use intangible assets	-	6,488
	7,992	**45,459**
Services received or royalties paid:		
- Messrs. Añaños (*)	5,183	4,385
- Other companies controlled by Messrs Añaños (Note 14)	608	6,488
	5,791	**10,873**
Income		
- Services provided or royalties charged	2,098	1,214
- Sale of goods	3,695	-
- Accrued interest	45	-
	5,838	**1,214**

(*) Refers to the persons indicated in note 14, who are Board members of the Company, with the exception of Mr Carlos Añaños Jeri, who was Board member until February 18, 2011.

In 2011 the Group acquired 65.50% of the capital of Ajecen del Sur S.A. from the persons who control the Group (Note 14) for 7,992 thousand euros and the transaction was recorded as described in Note 1.2.

In 2010 the Group acquired shares in the subsidiary Acava Limited corresponding to 9.42 % of its capital for 38,971 thousand euros, from Badto B. V, a company controlled by the same persons that control the Group (Note 14). This transaction was recorded in the form specified in Note 1.2 .

Also in 2010 Grupo Embotellador ATIC, S.L. signed agreements with Galstaff B.V., Duinsand B.V., Ajenetherlands, B.V., Rozeboom Beheer B.V. and Pellenaer, B.V. (which are controlled by the same persons who control the Group or their direct relatives) with the aim of acquiring utilisation rights during 2010 for the intangible assets (know-how) used in the preparation, production and marketing of the Group's products in Colombia, through a payment of 6,488 thousand euros. This amount has been recorded under Administration expenses in the consolidated income statement.

b) Remuneration of key management staff and directors

Salaries and other remuneration of senior management and Directors in 2011 and 2010 was the following:

(Thousand euro)	**2011**	**2010**
Directors	698	899
Managers	3,428	3,269
	4,126	**4,168**

Amounts earned by Directors are also included in the details of transactions in epigraph a) to this note.

c) Closing balances

(Thousand euro)	2011	2010
Accounts receivable from related parties (Note 9):		
- Messrs Añaños	6,052	8,076
- Relatives of Messrs Añaños	381	220
- Companies controlled by Messrs Añaños	14,699	2,197
Total	**21,132**	**10,493**
Accounts payable to related parties (Note 16):		
- Messrs Añaños	11,856	4,964
- Relatives of Messrs Añaños	348	
- Companies controlled by Messrs Añaños	47,372	47,244
Total	**59,576**	**52,208**

At December 31, 2011 there are balances receivable with Messrs Añaños and their relatives amounting to 6,433 thousand euros (2010: 8,296 thousand euros) in respect of loans granted, which accrue no interest and have no specific maturity.

At December 31, 2011, Companies controlled by Messrs Añaños contains mainly:

- A loan to Ajenetherlands Cooperatief, U.A. (one of the Company's shareholders) for 3,867 thousand euros maturing in 2012 which generates interest at 5.31%.

- Advances and receivables for sale of goods or services provided, that do not accrue interest and are repayable in the short term.

Accounts payable to Messrs Añaños mainly reflect the following:

- At December 31, 2011, the amount due for the purchase of the shares in Ajecen del Sur S.A. (Note 31.a) which accrues no interest and matures in the short term.

- Other accounts payable for the services of Directors or royalties charged, which are due and repayable in the short term and do not accrue interest.

Amounts due to companies controlled by Messrs Añaños includes mainly:

- At December 31, 2011 and 2010, 38,971 thousand euros originated by the acquisition of the non controlling interest of Acava, Ltd. (Note 31 a). The account does not generate any interest and is considered due and payable from the date of the transaction. The contract provides that, at the discretion of the acquiring company (Aeonia, Ltd.), this debt can be converted into shares of Aeonia Ltd. through the issuance and allocation of said actions in favour of the creditor Badto, B.V.

- At December 31, 2011 and 2010, debt repayable in the short term of 5,489 thousand euros with the Company's shareholders (Note 14) corresponding to the acquisition of know-how described in epigraph a) above.

- At December 31, 2011, short term debt for advances made by other related company, amounting to

2,896 thousand euros, that does not accrue interest.

(d)Non-controlling interests

Non-controlling interests at December 31, 2011 and 2010 pertain entirely to the persons who control the Group (Note 14) or their direct family members.

32. Other information

(a) Number of Group employees by category at year end:

	No. of persons employed at year end		
	Men	**Women**	**Total**
2010			
Management	28	8	36
Administration	1,081	197	1,278
Sales staff	2,892	476	3,368
Production	2,857	497	3,354
	6,858	**1,178**	**8,036**
2011			
Management	41	11	52
Administration	1,357	447	1,804
Sales staff	2,439	425	2,864
Production	2,836	178	3,014
	6,673	**1,061**	**7,734**

This figure includes both employees who are directly employed by companies of the Group and those who provide services by way of administrative service companies (Note 22).

(b) Audit fees for group or associated companies

The fees accrued in 2011 for auditing the Group, carried out by the auditor and the various firms belonging to the auditor's network amount to 1,256 thousand euros (2010: 1,375 thousand euros). Fees accruing for other services during 2011 amounted to 517 thousand euros (2010: 982 thousand euros).

(c) Environmental disclosures

There are no contingencies relating to the protection or improvement of the environment, neither liabilities of an environmental nature nor subsidies received in that regard.

The Group has incurred the expenses contemplated in applicable regulations for the protection and improvement of the environment. Moreover there are no expenses deriving from risks or legal proceedings in progress or compensation or other costs for environmental measures.

(d) Directors' duty of loyalty

In compliance with Articles 229 and 230 of the Companies Act 2010, the directors state in Appendix II to the consolidated notes to the accounts the shares and the positions they hold in companies that engage in activities which are identical, analogous or complementary to the activity making up the objects of the Company or Group.

Events after the balance sheet date

33.1 Fair Price Law (*Ley de Precios Justos)*

The Fair Price Law was published in Venezuela in July 2011, authorising the National Cost and Price Superintendent (Superintendencia Nacional de Costos y Precios) to establish the maximum selling prices for a series of goods and services. The Law grants broad powers of inspection and control to this body and lays down a penalty regime that provides for fines, temporary occupation or temporary closure of establishments in the event of an infraction.

In February 2012 an Administrative Decision was published, setting out, inter alia, the maximum recommended retail price for pasteurized juices and mineral water for all presentations which are part of the products produced by Ajeven, C.A. Total sales of the products affected amounted to 13,399 thousand euros in 2011.

Although the new prices are still higher than current production costs, the Directors expect a decrease in the margins obtained on these products in the future.

33. Investments in associates

At the end of the year, the parent company participated in the incorporation of Ventas Trading (Thai Co.), which is domiciled in Thailand and acquired 48.998% of the shares in that Thai company. Capital issued was paid in at par and there is therefore no goodwill on the shareholding.

The Group's interest in profits and other comprehensive income of this associate is not significant in 2011 and therefore the interest is carried at the amount paid totalling 60 thousand euros.

APPENDIX I

a) Subsidiaries included within the consolidation scope

Company name	Address	% shareholding at 31/12/2011		Shareholding company	Reason for Consolidation	Activity	Date of acquisition of control
		Direct	Indirect				
Ajegroup, S.A. de C.V.	Puebla, Mexico	99.99%	-	Grupo Embotellador Atic, S.L.	a	2	September 27, 2006
Ajemex, S.A. de C.V.	D.F., Mexico	-	76.04%	Ajegroup S.A. de C.V.	a	1	December 28, 2006
Cocentro, S.A. de C.V.	Puebla, Mexico	0.01%	99.99%	Ajegroup S.A. de C.V.	a	1	December 28, 2006
Inmobiliaria Alpamayo, S.A. de C.V.	Puebla, Mexico	0.01%	99.99%	Ajegroup S.A. de C.V.	a	6	December 28, 2006
Ajemex Consultores, S.A. de C.V.	D.F., Mexico	-	-	-	b	3	December 28, 2006
Servicios Corporativos BC, S.A. de C.V.	D.F., Mexico	-	-	-	b	3	December 28, 2006
Ajegroup Belgium, S.A.	Brussels, Belgium	100%	-	Grupo Embotellador Atic S.L.	a	4	December 13, 2006
Ajethai Co. Ltd.	Chomburi Province, Thailand	99.99%	-	Grupo Embotellador Atic S.L.	a	1	December 30, 2006
Ayacucho Preforms Co. Ltd.	Chomburi Province, Thailand	99.99%	-	Grupo Embotellador Atic S.L.	a	1	October 11, 2006
Kola Real Trading, Co. Ltd	Chomburi Province, Thailand	99.86%	-	Grupo Embotellador Atic S.L.	a	1	July 28,2008
Ajemaya, S.A.	Amatitlan, Guatemala.	99.00%	2%	Grupo Embotellador Atic S.L./Inversiones Bucarest, S.A.	a	1	October 19, 2006
Inversiones Bucarest, S.A.	Amatitlán, Guatemala	98.00%	2%	Grupo Embotellador Atic, S.L./Ajemaya, S.A.	a	5	October 19, 2006
BC Maya, S.A.	Amatitlán, Guatemala	-	-	-	b	3	July 31, 2007
Organización General de Inversión, S.A. (OGISA)	Amatitlán, Guatemala	99.8%	-	Ajemaya, S.A.	a	5	December 1, 2010
Aeonia, Limited	Valetta, Malta	99.99%	-	Grupo Embotellador Atic, S.L	a	2	June 18, 2009
Acava, Limited	Valetta, Malta	-	99.99%	Aeonia, Ltd.	a	7	December 28, 2006
Econored de Nicaragua, S. A.	Managua, Nicaragua	99.80%	-	Grupo Embotellador Atic, S.L.	a	1	November 10, 2006

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Company name	Address	% shareholding at 31/12/2011		Shareholding company	Reason for Consolidation	Activity	Date of acquisition of control
		Direct	Indirect				
Ajenicaragua, S.A.	Managua, Nicaragua	99.99%	-	Grupo Embotellador Atic, S.L.	a	2	February 7, 2011
Econored de Honduras, S.A.	Francisco Morazán, Honduras	99.96%	-	Grupo Embotellador Atic, S.L.	a	1	November 3, 2006
Ajehonduras, S.A.	Francisco Morazán, Honduras	-	-	-	b	3	November 12, 2008
El Salvador, S.A. de C.V.	San Salvador, El Salvador	99.90%	-	Grupo Embotellador Atic, S.L.	a	1	October 19, 2006
Ajecuador, S.A.	Guayaquil, Ecuador.	99.98%	-	Grupo Embotellador Atic, S.L.	a	1	November 16, 2006
Ajecolombia, S.A.	Funza, Colombia.	94.90%	-	Grupo Embotellador Atic, S.L.	a	1	August 30, 2006
Ajeper, S.A.	Lima, Peru	70.01%	-	Grupo Embotellador Atic, S.L.	a	1	December 28, 2006
Ajeper del Oriente, S.A.	Pucallpa, Peru.	32.87%	63.38%	Grupo Embotellador Atic S.L. / Ajeper, S.A.	a	1	December 27, 2006
Global Shared Services S.A.C.	Lima, Peru	99.00%	-	Grupo Embotellador Atic, S.L.	a	3	May 2, 2008.
Ajeprocesos, S.A.	Lima, Peru	99.67%	-	Grupo Embotellador Atic, S.L	a	1	March 11, 2009.
Inversiones Huancayo, S.A.	Lima, Peru	90.58%	-	Grupo Embotellador Atic, S.L	a	5	January 1, 2009.
Comercializadora de la Amazonía, S.A.C	Tarapoto, Peru	99.00%	1.00%	Grupo Embotellador Atic, S.L/Ajeper Del Oriente, S.A.	a	1	April 27, 2009.
El Álamo Export, S.A.C	Paita, Peru	-	99.99%	Acava Limited	a	1	August 13, 2009
Ajecen del Sur, S.A.	San José, Costa Rica	100%	-	Grupo Embotellador Atic, S.L.	a	1	June 9, 2006
Ajeven, C.A.	Valencia, Venezuela	83.03%	-	Grupo Embotellador Atic, S.L.	a	1	October 17, 2007
Servicios Corporativos de Venezuela, C.A.	Valencia, Venezuela	90%	-	Grupo Embotellador Atic, S.L.	a	5	December 28, 2007
Teasel, S.à.r.l.	Luxembourg	100%	-	Grupo Embotellador Atic, S.L.	a	5	December 11, 2006
Justpoint Investments, S.L.	Barcelona, Spain	-	100%	Teasel, S.à.r.l.	a	3, 6	December 11, 2006

Company name	Address	% shareholding at 31/12/2011 Direct	Indirect	Shareholding company	Reason for Consolidation	Activity	Date of acquisition of control
Ajechile, S.A.	Chile	99.99%	0.01%	Grupo Embotellador Atic, S.L.	a	5	March 18, 2008
Ajebras Indústria e Comercio de bebidas, Ltda.	Rio de Janeiro (Brazil)	99.99%	-	Grupo Embotellador Atic, S.L.	a	1	December 8, 2009
Ajebras Industria e Comercio de bebidas, Ltda.	Manaos, Brazil	98%	-	Grupo Embotellador Atic, S.L.	a	5	February 28, 2011.
Econored de Panamá, S.A.	Panama	-	-	-	b	1	August 20, 2009

Notes:

In accordance with article 155 of the Companies Act 2010, the Company has notified all companies in which it has more than a 10% shareholding either itself or by way of another subsidiary.

Grounds for consolidation:

a. The parent company holds a majority of voting rights.
b. The Group controls the company by way of the circumstances described in Note 4.2.a)

Activity:

(1) Area of activities of Drinks Production and Sale Business Group
(2) Holding of assets
(3) Provision of staff services (to the Group)
(4) Financial services
(5) Dormant companies
(6) Leasing of real estate (to the Group)
(7) Intellectual property management (including trademarks)

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails

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APPENDIX II

Equity holdings and positions in companies engaging in activities which are identical, analogous or complementary to that which makes up the objects of the Company or Group for FY 2010.

Company (a)	Mr. Álvaro Añaños		Mr. Angel Añaños		Mr. Arturo Añaños		Mr. Carlos Añaños(b)	
	Position	%	Position	%	Position	%	Position	%
Ajethai Co. Ltd.	Director	0.00001	Director	0.00001	Director	0.00001	Director	0.00001
Ayacucho Preforms Co. Ltd.	Director	0.0001	Director	0.0001	Director	0.0001	Director	0.0001
Kola Real Trading Co. Ltd.	Director	-	Director	-	Director	-	Director	-
Ajeper S.A.	Director	6.81	Director	6.81	Director	6.81	Director	6.81
Ajeper del Oriente S.A.	Director	0.1875	Director	0.1875	Director	0.1875	Director	0.1875
Acava Limited	Director	-	Director	-	Director	-	Director	0,007
Ajeven, C.A.	Director	4.00	Director	4.00	Director	4.00	Director	4.00
Ajecolombia, S.A.	Director	1.275	Director	1.275	Director	1.275	Director	1.275
Econored El Salvador, S.A. de C.V.	Director	-	Director	-	Director	0.10	Director	-
Ajegroup Belgium, S.A.	Director	-	Director	-	Director	-	Director	0,004
Econored de Nicaragua, S.A.	Director	0.10	Director	-	Director	-	Director	-
BC Maya Sucursal Nicaragua	Director	-	Director	-	Director	-	Director	-
Econored de Honduras, S.A.	Director	-	Director	-	Director	0.04	Director	-
Ajehonduras, S.A.	Director	-	Director	50.00	Director	50.00	Director	-
Econored BC de Costa Rica, S.A.	Director	-	Director	-	Director	-	Director	-
Ajecen del Sur, S.A.	Director	24.00	Director	24.00	Director	24.00	Director	24.00
Ajegroup, S.A. de C.V.	Director	-	Director	-	Director	-	Director	-
Ajemex, S.A. de C.V.	Director	-	Director	-	Director	-	Director	-
Inmobiliaria Alpamayo, S.A. de C.V.	Director	-	Director	-	Director	-	Director	-
Cocentro, S.A. de C.V.	Director	-	Director	-	Director	-	Director	-
Servicios Corporativos BC, S.A. de C.V.	Director	-	Director	50.00	Director	-	Director	50.00
Ajemex Consultores, S.A. de C.V.	Director	50.00	Director	-	Director	50.00	Director	-
Econored de Panamá, S.A.	Director	25.00	Director	25.00	Director	25.00	Director	25.00
Ajecuador S.A.	Director	0.004	Director	0.004	Director	0.004	Director	0.004
Ajechile S.A.	Director	-	Director	-	Director	-	Director	-
BC Maya, S.A.	Director	-	Director	80.00	Director	20.00	Director	-
Inversiones Bucarest, S.A.	Director	-	Director	-	Director	-	Director	2.00
Ajeprocesos S.A.C.	Director	0.08	Director	0.08	Director	0.08	Director	0.08
Global Shared Services S.A.C.	Director	0.24	Director	0.24	Director	0.24	Director	0.24
Comercializadora de la Amazonía S.A.C.	Director	-	Director	-	Director	-	Director	-
Inversiones Huancayo S.A.	Director	2.26	Director	2.26	Director	2.26	Director	2.26
Servicios Corporativos de Venezuela, C.A.	Director	-	Director	-	Director	-	Director	-
Ajebras Industria e Comercio de Bebidas. Ltd.	Director	-	Director	-	Director	-	Director	0.01
Teasel, S.à.r.l.	Director	-	Director	-	Director	-	Director	-
Justpoint Investments, S.L.	Director	-	Director	-	Director	-	Director	-
El Alamo Export S.A.	Director	-	Director	-	Director	-	Director	-
Organización General de Inversión, S.A. (OGISA)	Director	-	Director	-	Director	-	Director	0.20
Aeonia Limited	Director	-	Director	-	Director	-	Director	0,002
Ajemaya, S.A.	Director	-	Director	-	Director	-	Director	1.00
Chanka	-	-	-	-	-	-	-	0.01
Badto B.V.	-	24.00	-	24.00	-	24.00	-	24.00
Kinlest Investments, S.L.	Director	-	Director	-	Director	-	Director	-

(a) The companies' full business names and other details are set out in Appendix I.
(b) Mr. Carlos Añaños was a director of Grupo Embotellador Atic, S.L. until 18 February 2011.

Consolidated Directors' Report as at December 31, 2011

In accordance with Article 202 of the Spanish Companies Act 2010, Royal Legislative Decree 1564/1989 of December 22 and Articles 42 and 44 of the Commercial Code the various points which affect Grupo Embotellador, S.L. and subsidiaries (hereinafter ATIC) are set out below.

I. Economic Environment

Global economic activity continued to slow within a scenario marked by major volatility generated by growing concern over the economic outlook. Growth in advanced countries petered out not only because of temporary shocks but also due to weaknesses in public and private balance sheets. Fears over a new recession in advanced economies and concerns over the negative interaction between sovereign debt and financial institutions in Europe and the absence of action in some key advanced economies increased risk aversion. Emerging economies continued to expand strongly. It is estimated that advanced economies grew by 1.5% in 2011, while growth in emerging and developing countries stood at 6.5%, led by the emerging economies in Asia.

The situation of the countries in which TIC operates in Latin America is presented below:

Mexico

The Mexican economy grew by 3.9% in 2011, down on the 5.5% registered in 2010. This rate is the lowest since the country emerged from deep recession in mid 2009 and was affected by the slow-down in consumption and the collapse of agricultural activity. Figures for the three large groups of economic activity in 2011 were down on 2010. GDP on primary activities (agriculture, farming, forestry exploitation, fishing and hunting) fell by 0.6% in 2011 compared with the 2.8% increase in 2010. Secondary activities (mining, electricity, water, gas supplies, construction and manufacturing) grew by 3.8% as compared with 6.1% in 2010. The tertiary sector (services) grew by 4.2%, down on the 5% recorded in the previous year.

Inflation ended 2011 at its highest level in a year owing to the rise in the volatility of agricultural prices but within the level forecast by the central bank. Year-on-year inflation rose to 3.82% to December compared with 3.48% in the previous month, its highest level after reaching 4.40% at the 2010 year end.

Peru

In 2011 the Peruvian economy grew by 6.9%, in line with the average recorded in the last 8 years. After growing by 8.8% in 2010, during 2011 the rate of growth steadied at levels closer to potential product growth in line with the decline in the growth of internal demand. The Non-Financial Public Sector reflected an economic surplus in 2011 of 1.9% of GDP, compared with the deficit recorded in 2010 (0.3%). This development results from the increase in general government's current revenues and the slowdown of growth in expenditure. Annual inflation stood at 4.74%, temporarily above the target range. These results were impacted by external and internal shocks that affected food and fuel prices. In addition to the rise in international commodity prices recorded since the end of 2010, unusual climate conditions affected the supply of certain perishable agricultural products, mainly in the second half of 2011.

Colombia

In 2011 the Colombian economy registered growth of 5.9%, one of the highest rates reached in decades and bears out that Colombia managed to resist the negative fall-out of the European crisis in conditions where USA, its sole economic partner, still records weak growth .

The favourable growth of the Colombian economy in 2011 was driven by growing internal demand, which grew by 8.8%, offsetting weak global demand. With respect to internal demand, the most dynamic expense was fixed capital investment that grew by 16.6%, the highest since 2000. Within this scenario, driven by the high international prices of basic products and the low business interest rates which prevailed during most of the year, noteworthy is the investment in machinery, equipment and transport equipment. Similarly, investment in buildings (including housing) posted dynamic growth of almost 5.3%, compared with two consecutive years of falls. Household consumption registered a dynamism comparable with boom periods, growing by 6.5%, two percentage points up on 2010. Household consumption was mainly driven by durable and semi-durable goods, which averaged growth of almost 20%. Consumption of this type of goods was favoured by the abundance of credit at relatively low interest rates and also by growing consumer confidence.

There was an upward trend in Inflation in 2011 although it remained in the target range of 2% to 4%, ending the year at 3.73% compared with 3.17% 2010. As from February 2011 the monetary authorities started to gradually withdraw the monetary stimulus through new 25 basis point increases in the policy interest rate which increased from 3% (typical of an economy on the brink of recession) to 5.25%, consistent with dynamic internal demand and a positive product gap.

Venezuela

During 2011 Venezuela again posted economic growth with a 4.2% increase in GDP following the drop of 1.5% in 2009, as a result of the impact on production activities of the international economic-financial crisis and the crisis in the Venezuelan electricity sector. The economy was favoured by the performance of the oil market, including the rise in crude oil prices, the Venezuelan basket averaging 101.1 US$/ben in 2011, up 29.9 US$/b compared with 2010, favoured by the geo-political conflict in North Africa and the Middle East and growing internal demand for crude oil. The increase in the tax expense had a revitalising effect on the economy through its initial impact on the government's final spending which in constant terms increased by 5.9% and indirectly through the effect of private end consumer spending and gross investment.

Inflation rose by 27.6%, 0.4 percentage points up on the variation in 2010. This increase was mainly influenced by the performance of food and drink prices, which rose by 33.6%, in addition to the increase in transport services (+30.6%), restaurants and hotels (+30.1%) and sundry goods and services (+30.0%). Unlike in 2010, during 2011 the increase in prices was more marked in controlled items (+30.3%) than in non-controlled (+25.8%), owing to the authorisation of significant price adjustments for some goods such as oil, milk, coffee, chicken, beef, sugar and pastas and bread and the adjustment to certain service prices such as land transport, subway and bus/subway passes. Goods (+29.5%) registered a higher price increase than services (+24.6%), driven by a 41.5% variation in industrial agricultural products .

Ecuador

The Ecuadorian economy grew by 7.78% in 2011, among the strongest growth registered during the presidency of Rafael Correa. In 2010 growth amounted to 3.58% compared with a modest 0.36% in 2009. The oil sector grew by 4.17%, a significant recovery compared with the fall of 2.65% in 2010. The non-oil sector grew by 8.83% in 2011 compared with 4.47% in the previous year. The construction, electricity and water supply and financial intermediary services sectors contributed most to economic growth in the previous year. Consumer prices in Ecuador rose by 5.41% in 2011. Food and soft drink prices contributed most to local inflation last year, followed by clothing and footwear and education, restaurants and hotels.

Central America

GDP in Central America, including Panama, continued to post a positive performance and grew by 4.7% in 2011. Panama recorded the best performance with an expansion of 6.1% while El Salvador posted more modest growth of 2.0%. The largest economy in the region, Guatemala, recorded a positive variation in GDP of 3.0%. Inflation in the region stood at 5.7%.

As regards operations outside Latin America there is a brief summary of economic activity in Thailand.

Thailand

The Thai economy ended 2011 with marginal growth of 0.1%, impacted by the flooding that triggered major losses in human lives and resources. During the last quarter, the fall in GDP amounted to 10.7%, as compared with the increase in 2010 of 7.8%. The most important floods in half a century affected 65 of the 7 Thai provinces and reached the large valley to the north Bangkok. The average consumer price index in 2011 increased by 3.81% compared with 2010.

II. Economic report

ATIC, a multinational company the main activity of which is the bottling of drinks maintains an important presence in Latin America and is beginning to expand in Asia. The company began in Peru in 1988 as a family business which bottled and marketed its own brand of carbonated drinks in the province of Ayacucho. The success of its products led the Añaños family to expand its business to other provinces in Peru, reaching Lima (the capital city) in 1997. In 1999 the Group identified the possibility of replicating its success in Peru in other countries, and commenced its internationalisation process in Venezuela. Later in 2000 they entered Ecuador, in 2002 they reached Mexico, in 2004 they began operations in Central America, in 2006 they set up in Thailand and in 2007 a plant was opened in Colombia. At the end of 2006 the company decided to consolidate operations creating the holding company Grupo Embotellador Atic, S.L. in Spain. Most of the shares of the Añaños family business were made over to this holding company. In 2009, Acava Ltd, a company incorporated in Malta and holding the Group's industrial property rights started generating income on the collection of royalties.

The company's strategy is based on supplying quality products at a fair price to discerning customers, creating a significant price difference in relation to the traditional players in the drinks market. At December 2006 ATIC sold 5 categories of products: carbonated drinks, bottled water, isotonics, nectars and alcopops. In 2007 ATIC launched two new categories: beers and citrus punch. In 2009 the Group began production and marketing of ready-to-drink tea. Market share varies between 2 and 50% depending on the category of product and country.

Important achievements in 2011 include:

- Atic invoiced more than 900.9 million euros, generating EBITDA of 77,8 million euros on the basis of a diversified platform of revenues.

- Carbonated drinks accounted for 71% of revenues, with a portfolio of 9 categories worldwide.

- The corporate team was strengthened and the focus on financial details was increased.

- Atic recorded investments in property, plant and equipment amounting to € 61.8 million.

III. Technical report

The success of the ATIC brands is based on a model of drinks sales using formulae obtained by way of scientific research; supported by close ties with suppliers; complete staff commitment; the use of technology and the most modern and efficient procedures; and a competitive vision to meet changing needs, tastes and preferences.

Firstly – for achieving quality – the scientific investigation of the development departments has been prioritised in the search for and improvement of formulae, tastes and essences. The objective is to explore on an ongoing basis innovative options attractive to the consumer and to update the brands already established in the public taste the consumers of which are increasingly complex, demanding and diverse.

Scientific investigation and product development make it possible to respond to and anticipate trends in drink consumption. It is for this reason that ATIC invests in measurement, control, monitoring and safety equipment which make it possible to consolidate market position thanks to the ability to supply high quality products which create consumer confidence.

Resources are also invested to improve sugar treatment, with better refinement in less time and widening the possibilities of mixtures, consistency and tastes. As regards PET the cost efficiency focus is reinforced by the manufacture of preforms and tops, based on the work carried out to acquire the virgin resin at the best prices and guarantee its supply, the machinery and quality controls making it possible to use bottles which comply with the strictest rules on thermal capacity, hardness, shrinkage, light filtration, harmlessness and hygiene. In the same way efforts have been made to reduce the grammage of the preforms, the label area and height of the neck of the bottle in order to save on consumables and reduce costs.

During 2011 the 19 plants of Grupo Embotellador Atic, S.L. produced 3.2 thousand million litres of drinks.

IV. Employment report

TRAINING AND ENVIRONMENT

In 2011 resources were used and effort and investments made to give staff the skills they need to release their full talent and creativity. For this reason co-operation agreements, instructor exchanges and training courses continued in the countries in which we have a presence. The thematic content included material focused on both production needs and human development.

Thanks to these projects many members of ATIC have expended their horizons growing alongside the company. Based on their experience, ability and leadership skills some were given new opportunities, improved their income and moved country as part of Group's expansion.

In the area of employment satisfactory performance is also linked to work safety, for which there are ongoing training programmes; emergency drills and particularly preventive maintenance work.

In addition to the above, significant acquisitions were made of equipment, signalling and storage space for consumables in order to create a healthy production environment, ecologically responsible, efficiently safe and which more than complies with applicable rules and regulations.

SOCIAL RESPONSIBILITY

"Social Responsibility" means the company participating in the identification of the social problems of the environment in which it operates and actively co-operating in dealing with them. In this regard work continued on the treatment, use, handling and re-cycling of solid waste in all production plants and distribution centres of the Group. These programmes also generate employment, are of economic benefit to low income social groups and sectors and in particular make an important contribution to caring for the environment.

ATIC's social programme includes the encouragement of an ecological culture, caring for water and protecting wildlife. Thousands of children take part each year in workshops and courses during the school holidays receiving information and taking part in environmental protection activities.

Community assistance with donations in kind extends to a large number of care centres for adults, street children and persons with special abilities which are presented with free products.

FUNDACIÓN EDUARDO Y MIRTHA AÑAÑOS A.C.

The foundation is a non-profit making organisation which through social action seeks to offer more than just quality at a fair price for consumers. In this sense, conscious that education and quality training are indispensable for achieving social development the Foundation works tirelessly organising competitions, workshops and seminars, distributing tools such as leadership, excellence and technology which serve to promote intellectual development and nurture the potential of Latin American entrepreneurs. The workshops are supplemented by practical training, tests and work experience which help participants to see their dreams clearly, acquire the motivation to fight for them and somehow confront and overcome their fears and limitations.

Also thanks to the Foundation's support computer education centres are maintained located in areas with limited resources which provide services to the community such as work training courses; use of software and communication technologies for children and adults; and free internet Access.

Companies of the Group contributed 10 thousand euros in 2011 to the Fundation Eduardo y Mirtha Añaños A.C. Foundation or the Big Cola Foundation, of similar characteristics and located in Venezuela.

V. Transactions with treasury shares

Neither the Company nor its subsidiaries have carried out any transactions with the Company's shares.

VI. Relevant events occurring after closing

The only significant facts or events, real or known of, occurring after the end of the year are those described in Note 33.

VII. Use of financial instruments

The Group' activities are exposed to diverse financial risks: liquidity risk, cash flow interest rate risk, market risk (including exchange rate risk and risk of the fair value of interests) and credit risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. From that year the Group has used derivatives to cover certain risks (see Note 3).

Risk management is controlled by ATIC management which identifies, evaluates and covers financial risks in close co-operation with the Group's operative units. ATIC management lays down guidelines for overall risk management and for specific areas such as exchange rate risk, interest rate risk and liquidity risk.

VIII. Principal risks and uncertainties and foreseeable development

Apart from the risks of a financial nature commented on in the previous section no other uncertainties or significant risks are identified in the short term future.

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails

GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES

PREPARATION OF THE CONSOLIDATED ANNUAL ACCOUNTS AND CONSOLIDATED DIRECTORS' REPORT FOR 2011

The Board of Directors of Grupo Embotellador ATIC, S.L. and subsidiaries on April 27,2012 in compliance with the requirements laid down in Article 253 of the Spanish Companies Act 2010 and Article 37 of the Commercial Code, prepares the consolidated annual accounts and the consolidated directors' report for the year ended December 31, 2011, which consist of the attached documents which precede this document.

Mr. Alvaro Nivardo Añaños Jeri

Mr. Arturo Fernando Añaños Jerí

Mr. Angel Eduardo Añaños Jerí

Mr. Tomas Pardinas

GRUPO EMBOTELLADOR ATIC, S.L.
AND SUBSIDIARIES

Audit Report, Consolidated Financial Statements
and Directors' Report of 2010

Free translation of the auditor´s report on the consolidated annual accounts originally issued in Spanish. In the event of a discrepancy, the Spanish language version prevails.

AUDITOR'S REPORT ON CONSOLIDATED ANNUAL ACCOUNTS

To the shareholders of Grupo Embotellador Atic, S.L.:

We have audited the consolidated annual accounts of Grupo Embotellador Atic, S.L. (parent company) and its subsidiaries (the group), consisting of the consolidated balance sheet at 31 December 2010, the consolidated income statement, the consolidated statement of other comprehensive income the consolidated statement of changes in equity, the consolidated cash flow statement and related notes to the consolidated annual accounts for the year then ended. As explained in Note 2, the directors of the company are responsible for the preparation of these consolidated annual accounts in accordance with the International Financial Reporting Standards as endorsed by the European Union, and other provisions of the financial reporting framework applicable to the group. Our responsibility is to express an opinion on the consolidated annual accounts taken as a whole, based on the work performed in accordance with the legislation governing the audit practice in Spain, which requires the examination, on a test basis, of evidence supporting the annual accounts and an evaluation of whether their overall presentation, the accounting principles and criteria applied and the estimates made are in accordance with the applicable financial reporting framework.

In our opinion, the accompanying consolidated annual accounts for 2010 present fairly, in all material respects, the consolidated financial position of Grupo Embotellador Atic, S.L. and its subsidiaries at 31 December 2010 and the consolidated results of its operations and the consolidated cash flows for the year then ended in accordance with the International Financial Reporting Standards as endorsed by the European Union, and other provisions of the applicable financial reporting framework.

Without qualifying our audit opinion, as explained in note 31, during the year the Group has carried out significant transactions with related parties, according with the conditions agreed between them.

The accompanying consolidated directors' Report for 2010 contains the explanations which the parent company's directors consider appropriate regarding the group's situation, the development of its business and other matters and does not form an integral part of the consolidated annual accounts. We have verified that the accounting information contained in the consolidated directors' Report is in agreement with that of the consolidated annual accounts for 2010.Our work as auditors is limited to checking the consolidated directors' Report in accordance with the scope mentioned in this paragraph and does not include a review of information other than that obtained from the accounting records of Grupo Embotellador Atic, S.L. and its subsidiaries.

PricewaterhouseCoopers Auditores, S.L.

Originally signed by Luis Sánchez Quintana
Audit Partner

December 30, 2011

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Inscrita en el R.O.A.C. con el número S0242 - CIF: B-79 031290

GRUPO EMBOTELLADOR ATIC, S. L.
AND SUBSIDIARIES

Consolidated financial statements and consolidated Directors' Report
31 December 2010

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATES FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2010.

Consolidated balance sheet
(In Thousand euro)

			As at 31 December	
			Restructured	
ASSETS	**Notes**	**2010**	**2009**	**2008**
NON-CURRENT ASSETS		**356,567**	**289,944**	**237,465**
Property, plant and equipment	5	333,222	260,107	211,294
Intangible assets	6	333	22	985
Deferred income taxes	18	15,384	9,768	3,786
Available-for-sale financial assets	8	867	15,485	16,043
Trade and other receivables	9	6,761	4,562	5,357
CURRENT ASSETS		**227,164**	**195,903**	**148,444**
Inventories	10	78,705	82,607	77,621
Current tax assets	26	21,979	5,064	6,243
Trade and other receivables	9	117,195	82,822	48,570
Derivative financial instruments	12	-	40	1,161
Other financial assets at fair value through profit or loss	11	565	-	-
Cash and cash equivalents	13	8,720	25,370	14,849
TOTAL ASSETS		**583,731**	**485,847**	**385,909**

Notes 1 to 33 attached are an integral part of these consolidated financial statements

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATES FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2010.

Consolidated balance sheet
(In Thousand euro)

As At 31 December

	Notes	2010	Restructured 2009	Restructured 2008
TOTAL EQUITY		**137,109**	**139,037**	**59,898**
EQUITY ATRIBUTABLE TO THE EQUITY HOLDERS OF THE PARENT COMPANY				
Share capital	14	9,866	9,866	9,866
Accumulated translation difference	15	10,978	980	(14,106)
Revaluation reserve	15	-	(1,329)	(909)
Retained earnings	15	76,850	94,300	37,352
Total equity holders of the parent company		**97,694**	**103,817**	**32,203**
Minority interests	31	**39,415**	**35,220**	**27,695**
NON-CURRENT LIABILITIES		**122,242**	**117,327**	**126,156**
Borrowings	17	96,075	92,824	108,959
Other long term accounts payable	16	-	514	2,706
Current tax liabilities	26	10,565	9,708	-
Derivative financial instruments	12	-	-	1,314
Deferred income tax liability	18	14,417	14,019	12,769
Provisions for other liabilities and charges	19	1,185	262	408
CURRENT LIABILITIES		**324,380**	**229,483**	**199,855**
Borrowings	17	80,494	66,649	58,334
Trade and other payables	16	229,153	150,587	138,753
Current income tax liabilities	26	9,741	5,736	1,486
Derivative financial instruments	12	-	835	243
Provisions for liabilities and charges	19	4,992	5,676	1,039
TOTAL LIABILITIES AND EQUITY		**583,731**	**485,847**	**385,909**

Notes 1 to 33 attached are an integral part of these consolidated financial statements

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATES FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2010.

Consolidated income statement

(In Thousand euro)

		Year ended 31 December	
			Restructured
	Notes	2010	2009
Revenue	20	907,447	799,974
Cost of sales	21	(598,527)	(526,207)
GROSS PROFIT		308,920	273,767
Selling expenses	21	(165,923)	(113,487)
Administrative expenses	21	(82,355)	(74,856)
Other operating income (expenses)	24	718	(2,543)
OPERATING PROFIT		61,360	82,881
Finance costs	25	(28,955)	(14,804)
Finance income	25	4,334	7,666
PROFIT BEFORE TAXES		36,739	75,743
Income tax expense	26	(8,343)	(16,172)
PROFIT FOR THE YEAR		28,396	59,571
Profit attributable to:			
Equity holders of the parent company		24,596	56,229
Minority interests		3,800	3,342
		28,396	59,571

Notes 1 to 33 attached are an integral part of these consolidated financial statements.

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATES FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2010.

Consolidated statement of comprehensive income

(In Thousand euro)

		Year ended 31 December	
	Notes	**2010**	**Restructured 2009**
PROFIT FOR THE YEAR		**28,396**	**59,571**
Other comprehensive income			
Gross profit in fair value of financial assets held for sales	8	1,195	69
Currency translation differences		1,307	4,235
Total other comprehensive income		**2,502**	**4,304**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**30,898**	**63,875**
Attributable to:			
Equity holders of the parent company		26,877	59,381
Minority interests		4,021	4,494
		30,898	**63,875**

Notes 1 to 33 attached are an integral part of these consolidated financial statements.

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATES FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2010.
Consolidated statement of changes in equity
(In Thousand euro)

	Notes	Share capital (Note 14)	Accumulated translation difference	Revaluation reserves (Note 15)	Retained earnings (Note 15)	Minority interests (Note 15)	Total
BALANCE AT JANUARY 1, 2009 (Restructured)		**9,866**	**(14,106)**	**(909)**	**37,352**	**27,695**	**59,898**
Other comprehensive income for 2009		-	3,115	37	-	1,152	4,304
Profit for 2009		-	-	-	56,229	3,342	59,571
Total comprehensive income for the year		**-**	**3,115**	**37**	**56,229**	**4,494**	**63,875**
Transactions with minority interests	1.2	-	140	(91)	719	(652)	116
Monetary restatement	1.3	-	11,831	(366)	-	3,683	15,148
BALANCE AT DECEMBER 31, 2009		**9,866**	**980**	**(1,329)**	**94,300**	**35,220**	**139,037**
BALANCE AT JANUARY 1, 2010		**9,866**	**980**	**(1,329)**	**94,300**	**35,220**	**139,037**
Other comprehensive income for 2010		**-**	627	1,654	-	221	2,502
Profit for 2010		-	-	-	24,596	3,800	28,396
Total comprehensive income for the year		**-**	**627**	**1,654**	**24,596**	**4,021**	**30,898**
Transactions with minority interests	1.2	-	4,056	(113)	(42,046)	(868)	(38,971)
Monetary restatement	1.3	-	5,315	(212)	-	1,042	6,145
BALANCE AT DECEMBER 31, 2010		**9,866**	**10,978**	**-**	**76,850**	**39,415**	**137,109**

Notes 1 to 33 attached are an integral part of these consolidated financial statements.

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2010

Consolidated statement of cash flows
(In Thousand euro)

		Years ended 31 December	
	Notes	**2010**	**2009**
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from operations	28	87,275	84,348
Income tax paid		(20,396)	(11,036)
NET CASH INFLOW FROM OPERATING ACTIVITIES		**66,879**	**73,312**
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property, plant and equipment	5.28	(88,245)	(48,158)
Proceeds from sale of property, plant and equipment	5	5,752	1,539
Purchases of intangible assets investments	6	(365)	(74)
Purchases of available-for-sale financial assets	8	(1,852)	(262)
Proceeds from sale of available-for-sale financial assets	8	10,457	-
Purchases of financial assets at fair value through profit or loss	11	(4,247)	(13,311)
Proceeds from sale of financial assets at fair value through profit or loss	11	3,682	13,311
Interest collected		665	1,447
NET CASH INFLOW FROM OPERATING ACTIVITIES		**(74,153)**	**(45,508)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Transactions with minority interests	1.2	-	116
Interest paid		(15,307)	(18,955)
Proceeds from borrowings		74,723	33,951
Repayment of borrowings		(68,578)	(31,234)
CASH FLOWS FROM FINANCING ACTIVITIES		**(9,162)**	**(16,122)**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS AND BANK OVERDRAFT		**(16,436)**	**11,682**
Cash and cash equivalents at beginning of the year	**13**	**25,370**	**14,849**
Currency translation adjustment		**(214)**	**(1,161)**
Cash and cash equivalents at year end	**13**	**8,720**	**25,370**

Notes 1 to 33 attached are an integral part of these consolidated financial statements.

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2010

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(thousand euro)

General information

GRUPO EMBOTELLADOR ATIC, S.L. (hereinafter the Company or ATIC), the parent company of the Group, was incorporated in Madrid (Spain) on December 14, 2005. It is entered in the Commercial Register for Madrid in sheet M-397.039, section 8, volume 22.243 for Companies.

The registered and main offices of ATIC are at Avenida de la Vega, 1, Alcobendas (Spain).

The Company's corporate objects are described in Article 2 of its Articles of Association and consist of:

- The business of acquiring, holding, enjoying, managing and administering securities and shares representing the own funds of companies or entities resident in Spain or abroad by way of the corresponding organisation of material and human resources, being able to make any type of securities investment on its own account.

- Participation in the management of the business operations of the companies or entities which are participated, directly or indirectly, acting as a director of the same and as a manager, providing advice and technical assistance.

- Provision of management and advisory services of an accounting, financial, tax, civil, commercial, employment, administrative, human resources, marketing and production nature.

- The placing of the financial resources generated by the activities referred to above, with the exceptions laid down in the first paragraph.

- The acquisition, purchase, disposal, licensing, operation and assignment in any form of patents, models, trademarks and other types of intellectual property.

ATIC is a holding company which at December 31, 2010 has a group (hereinafter the Group) made up of the Company and 42 subsidiary companies listed in Appendix I. The Group engages in the production and marketing of soft drinks, water, isotonic drinks, nectars, beer, milk products and alcopops, which it markets under the brands Big Cola, First, Kola Real, Agua Cielo, Oro, Pulp and Franca among others. The Group operates mainly in Mexico, Peru, Venezuela, Thailand, Ecuador, Guatemala, Costa Rica, Colombia, Honduras, Nicaragua, El Salvador and Panama.

The Group has production plants in most of the countries in which it operates, except for El Salvador, Nicaragua, Honduras and Panama. At December 31, 2010 the Brazil plant was under construction.

The companies which make up the Group have operated since it was formed and therefore prior to their acquisition by ATIC, under the ultimate control of the same persons (Note 14).

These consolidated financial statements were drawn up and signed by the board of directors on December 18, 2011 and are pending approval by the shareholders.

1.1. Changes in the scope of consolidation

During 2010 and 2009 the Group took control of the subsidiaries met out in Appendix I. No acquisitions have been made from third parties. Practically all these subsidiaries have been incorporated directly. Appendix I hereto provides the acquisition dates of each subsidiary and additional information in relation to them.

1.2. Change in percentage holding in certain subsidiaries

On October 28, 2010 the Group acquired a 9.42% holding in the subsidiary Acava, Ltd. (Note 31) from minority interests, which has led to the corresponding decrease in consolidated equity in the amount involved in the transaction, 38,971 thousand euros.

The Company has fully subscribed capital increases in the subsidiary Ajeven, C.A. directly or indirectly at various times in 2010 and 2009, which has brought about a dilution of minority shareholders with the consequent increase of capital and reserves attributable to the Company's shareholders. Thus the increase in retained earnings and other equity items reflect the minority interest acquired at carrying value on the date of acquisition, reduced or increased as appropriate by the differences between said value and the amount paid in the acquisition of the additional interest (see Note 2.2). The consolidated equity has not been altered insofar as the increase in the holdings in this subsidiary took place by way of share capital increases subscribed in their entirety by the Group.

In 2009, a sale of part of the Company’s holding in the subsidiary Ajecolombia S.A. to minority interests also took place, which has caused the corresponding increase in consolidated equity by the amount received in the transaction (116 thousand euros).

Changes in minority interests in consolidated equity are analysed below:

	% holding		Increase/(decrease) in thousand euro	
			Minority interests	Equity
	31/12/2009	31/12/2010		
Acava, Ltd	90.57	99.99	2,015	(38,971)
Ajeven, C.A.	75,56	83.03	(2,883)	-
			(868)	(38,971)
	31/12/2008	31/12/2009		
Ajeven, C.A.	62.86	75.56	(801)	-
Ajecolombia, S.A	100.00	94.90	149	116
			(652)	116

1.3. Entities located in countries with high inflation rates

Under EU-IFRS, it must be assessed whether any subsidiary operates in a hyperinflationary economy. IAS 29 defines this situation as that in which the monetary unit losses purchasing power at such a rate that any comparison between the figures derived from transactions and other events occurring at different moments in time is misleading.

The assessment of when an economy is in these circumstances is an important judgment on the part of management, which up to December 31, 2008 considered that none of the economies in which the Group operated was hyperinflationary, due principally to the fact that the accumulated rate of inflation over three years did not exceed 100%.

Various factors came to light in 2009 in the Venezuelan economy which made it necessary to alter the procedure followed by the Group in the translation of the financial statements of its subsidiary Ajeven C.A. Among these factors particular reference should be made to currency exchange restrictions and the devaluation on January 11, 2010 (Note 1.4), as well as the inflation rate accumulated in the last three years, as follows:

	2010	2009	2008
Rate at start of year	163.70	160.3	122.5
Rate at end of year	208.20	200.5	160.3
Inflation for the year	27.2%	25.1%	30.9%

As a result, the Group considers the Venezuelan economy to be hyperinflationary in 2010 and 2009, which has meant principally:

- The financial statements at historic cost of Ajeven C.A. have been expressed in terms of the current purchasing power of the Bolívar Fuerte (BF) at the year end. This includes:

    a. Adjusting the historic cost of non-monetary assets and liabilities (principally inventories, property, plant and equipment and deferred taxes) and the various equity items of Ajeven C.A. since their date of acquisition or incorporation to the consolidated statement of financial situation to the end of the year to reflect changes to the purchasing power of the currency deriving from inflation. The rate used is a combination of the National Consumer Price Index (NCPI) since December 2007 and the Consumer Price Index for the Metropolitan Area of Caracas for preceding years, both of which are published by Banco Central de Venezuela.

    b. Restating the various income and expense items of the income statement according to the inflationary index from the time of generation to December 31 each year.

    c. Adjusting the income statement to reflect the financial loss or gain caused by the impact of inflation over the year on net monetary assets (gain or loss of purchasing power).

- In accordance with IAS 21 the comparative figures for the preceding years have not been adjusted. The accumulated effect of the restatement has been recorded in equity under the heading Conversion differences in equity for the part attributable to the parent company and minority interests for the part corresponding to the same.

- All components of the financial statements of Ajeven C.A. (revenue, costs, cash flow, assets and liabilities) have been converted to euros at the exchange rate ruling on December 31 each year.

The main effects of the matters referred to above on the Group's consolidated financial statements for 2009 are the following:

(thousand euro)	2009
Ordinary interest (increase)	12,404
Operating profit/(loss)	(4,822)
Profit/(loss) for the year	(1,714)
Translation differences	14,253
Equity effect	**12,539**

1.4 Devaluation of the Bolivar Fuerte

On January 11, 2010 a devaluation of the Bolivar Fuerte (BF) came into force in Venezuela, the official convertibility rate of which against the US dollar was changed to 2.60 BF per US dollar, mainly for priority imports, including food, health products, machinery and equipment, science and technology; and 4.30 BF for other transactions.

The devaluation has had the following significant effects on the Group's financial statements at 31 December 2010:

- A loss on exchange of 4.1 million euros due to the increase in dollars denominated in US dollars held at that date by Ajeven, C.A.

- Decrease of 13 million euros in net assets with a balancing entry under Accumulated exchange differences in equity due to the change in the currency exchange rate into the presentation currency used in the financial statements of Ajeven, C.A. This reduction is in addition to the exchange loss mentioned above.

- Decrease in income and expenses provided by the Venezuela subsidiary to the Group income statement, which have been converted to the presentation currency at a rate of 5.77 BF per euro, compared with the rate of 3.08 BF per euro applied in the previous year. Had the 2009 rate been applied to the sales and operating profit contributed by Ajeven, C.A. in 2010, without considering other factors, these would have been higher by 91,883 and (708) thousand euros, respectively.

On 30 December a new Exchange Convention was published under which the official exchange rate as from 1 January 2011 has been set at 4.30 BF for all currency purchases. This change has not significantly impacted the Group.

1.5. Change in accounting policy

The Group recognises a liability and an expense with respect to employees' profit sharing based on formulae which take into account the profits attributable to shareholders after certain tax adjustments (the tax base for the purposes of calculating corporate income tax). Until 2009, the Group recognised this commitment following the criteria set out in IAS 12 "Income tax" under which the recognition of employees' profit share gave rise to a deferred portion due to the effect of the temporary differences which impacted the calculation base.

In September 2010 the IFRIC Interpretations Committee issued a report in response to a request that they add to their agenda the review of the accounting treatment of workers' legal share in profits. The Committee concluded that the employees' profit share should be reported in the financial statements following the policies set out in IAS 19 "Employee Benefits".

The Group has changed its accounting policy accordingly, treating profit shares as short-term employee remuneration, with the consequent elimination of the deferred portion of income tax due to temporary differences.

In accordance with IAS 8 “Accounting policies, changes in estimates and errors”, this change in policy has been applied retrospectively and the 2009 financial statements have been restructured.

The impact on the main items of the financial statements which are affected is as follows, in thousands of euros:

CONSOLIDATED BALANCE SHEET	Previously issued		Restructured		Difference	
Debit/(credit) balance	2009	2008	2009	2008	2009	2008
CURRENT ASSETS	195,970	148,444	195,903	148,444	(67)	-
Total capital and reserves attributable to the Company's shareholders	(102,594)	(31,147)	(103,817)	(32,203)	(1,223)	(1,056)
Minority interests	(34,697)	(27,243)	(35,220)	(27,695)	(523)	(452)
SUBTOTAL, EQUITY	(137,291)	(58,390)	(139,037)	(59,898)	(1,746)	(1,508)
Deferred tax liabilities	(13,242)	(12,123)	(14,019)	(12,769)	(777)	(646)
Provisions for other liabilities and charges	(2,852)	(2,562)	(262)	(408)	2,590	2,154
TOTAL LIABILITIES AND EQUITY	485,914	385,909	485,847	385,909	67	-

CONSOLIDATED INCOME STATEMENT	Previously issued	Restructured	Difference
Debit/(credit) balance	2009	2009	2009
Cost of sales	526,351	526,207	(144)
Selling expenses	113,506	113,487	(19)
Administrative expenses	74,923	74,856	(67)
Corporate income tax	16,103	16,172	69
Profit for the year	(59,410)	(59,571)	(161)

The remaining main financial statements and notes to the accounts have been amended accordingly.

2. Basis of presentation

The main accounting policies adopted to prepare these consolidated financial statements are described below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of presentation

The Group's consolidated financial statements for the year ended December 31, 2010 (which include the 2009 figures for comparative purposes) been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS as adopted by the EU), IFRIC interpretations adopted for their use in the European Union (IFRS-EU) and commercial laws applicable to entities which prepare information in accordance with the IFRS-EU.

The consolidated financial statements have been prepared in general under the historical cost convention, as modified by the revaluation of certain financial instruments (financial assets held for sale, derivative financial instruments and other financial assets at fair value with changes to results) which are recorded at fair value, and by the updating for hyperinflation of the non-monetary assets and liabilities provided by the Group’s Venezuelan subsidiary (see Note 1.3).

The preparation of consolidated financial statements under IFRS requires the use of certain critical accounting estimates. The application of IFRS also requires that management exercise judgment in the process of applying the Company’s accounting policies. Note 4 discloses the areas that require a higher level of judgment or entail greater complexity, and the areas where assumptions and estimates are significant for the consolidated financial statements.

2.2. Consolidation principles

Entities under common control are those which are controlled in the last resort by the same parties. A group of natural persons is considered to control an entity when, by virtue of contractual agreements, they collectively have the power to direct its financial and operational policies in order to obtain profit from its operations. Such power normally manifests itself directly, by holding a majority of the voting rights on the boards of governance of entities, or indirectly, by being able to control the voting on these bodies.

Subsidiaries are all entities (including special-purpose entities) over which the Group has power to govern their financial and operational policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

As indicated in Note 1 the Company and all of its subsidiaries have been operating since their incorporation under the ultimate common control of the same persons (Note 14). For this reason the acquisition of these subsidiaries by the Group was recorded on the basis of their historic costs.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of a loss due to impairment of the asset transferred. Accounting policies of subsidiaries have been adapted where necessary to ensure consistency with the policies adopted by the Group.

The Group records transactions with minority interests as transactions with Group equity holders. In purchases of non-controlling shareholdings, the difference between the consideration paid and the relevant portion of the carrying value of net the subsidiary's net assets is recorded under equity. Gains or losses on disposals of non-controlling interests are also recognised in equity.

2.3. Foreign currency transactions

(a) Functional and presentation currency

Items included in the financial statements of each Group company are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in euros, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Transactions in foreign currency are translated to the functional currency using the exchange rates in force at the transaction dates. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currency are recognised in the income statement.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available for sale are included in the reserve for fair value in the equity.

(c) Group companies

The results and financial position of all the Group entities, that have a functional currency different from the Euro, except those that have the currency of a hyperinflationary economy, are translated into the presentation currency as follows:

(i) The assets and liabilities on each balance sheet presented are translated at the closing exchange rate at the balance sheet date;

(ii) The income and expenses in each income statement are translated at the average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates existing at the transaction dates, in which case income and expenses are translated at the rates on the transaction dates); and

(iii) All resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are recorded in the heading Accumulated conversion differences of equity. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the income statement as part of the loss or gain on sale.

Before being converted to euros the financial statements of Group companies with the functional currency of a hyperinflationary economy are adjusted for inflation according to the procedure described in Note 1.3. Once restated all of the items of the financial statements are converted to euros applying the closing rate of exchange. The figures for previous periods, which are given for comparative purposes, are not altered.

2.4. Property, plant and equipment

Land and constructions include basically production plants, offices and warehouses. Property, plant and equipment are recognised at acquisition cost (purchase price or production cost) less depreciation and cumulative impairment losses, except for land which is presented net of impairment losses. Certain fixed assets took advantage of exemptions on the transition to IFRS by which their fair or updated values on that date were deemed their historic cost from that point on.

Historic cost includes costs directly attributable to the acquisition of the items.

Subsequent costs are included in the carrying amount of the asset or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the asset will flow to the Group and the cost of the asset may be reliably determined. The carrying value of the part replaced is written off for accounting purposes. All other repair and maintenance expenses are charged to the income statement in the year in which they are incurred.

Land is not depreciated. Depreciation of other assets is calculated using the straight-line method in order to assign costs or restated amounts to the residual amounts on the basis of their estimated useful lives:

	Estimated useful life
Buildings	from 20 to 36 years
Plant and machinery	from 12 to 25 years
Fixtures, fittings, tools and equipment	from 7 to 10 years
Data processing equipment	2 to 3 years
Vehicles	from 4 to 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "Other operating income (expense)" in the income statement.

2.5. Intangible assets

(a) Trademarks and licences

Trademarks and licences are shown at historical cost. They have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight line method to allocate the cost of trademarks and licences over their estimated useful lives.

(b) Computer software

Licences for acquired software capitalised on the basis of the costs incurred to acquire them and prepare them to use the specific program. These costs are amortised over their estimated useful lives (3 to 5 years).

2.6. Interest costs

Interest costs are generally recognised as expenses of the period in which they are incurred. In relation to interest costs concerning qualified assets for which the date of commencement of the capitalisation is after January 1, 2009 the Group capitalises the interest costs directly attributable to the acquisition, construction or production of the said asset as part of the cost of the same if the asset requires a substantial period of time to be ready for use. Due to the Group's characteristics, the assets which respond to this description are generally bottling lines, injection lines, purifiers and power generation buildings or facilities.

2.7. Losses due to impairment of non-financial assets

Assets that are subject to amortisation and land are reviewed for impairment whenever an event or change in circumstances indicates that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs to sell and value in use. For the purposes of assessing impairment losses, assets are grouped together at the lowest level for which there are separately identifiable cash flows (Cash Generating Units).

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.8. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. The cost of finished products and products in progress comprises raw materials, direct labour, other direct costs and general production costs (based on normal operational capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.9. Financial assets

In accordance with IFRS, financial assets are valued on the basis of the classification given to the asset. The Group classifies its financial assets into the following categories: financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of a financial asset on initial recognition.

(a) Financial assets at fair value through profit or loss;

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired mainly for short-term sale. The assets in this category are classified as current assets if they are expected to be settled in 12 months; otherwise, they are classified as non-current. Investments are initially recognised at fair value and transactions costs are charged to the income statement. Realised and unrealised gains and losses arising from changes in the fair value of this category are presented in the income statement in the period in which they arise.

Realised and unrealised profits or losses arising on changes in value are disclosed in the income statement under Other operating income/(expenses) in the period in which they arise. Interest on instruments available for sale, calculated using the effective interest rate method is recognised in Financial income in the income statement. Dividend income is recognised in the income statement under Financial income when the Group is entitled to receive the payments.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months from the date of the balance sheet. These are classified as non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet, which are recognised initially at fair value and are subsequently recorded at depreciated cost in accordance with the effective interest rate method. The Group assesses at the date of each balance sheet whether there is objective evidence of a loan or receivable having suffered losses due to impairment of value, recognizing the corresponding loss as the case may be to the income statement. Non-commercial loans and accounts receivable are deemed impaired when there is objective evidence that not all amounts will be received according to the terms initially agreed or when there are changes to the payment terms initially agreed which reduce the present value of the estimated payments below their book value.

Bank deposits with a maturity of more than 90 days are included in this category.

Trade accounts receivable are also included in this category and are consequently recognised at fair value and subsequently at amortized cost in accordance with the effective rate of interest method less the provision for losses due to impairment of value. A provision is created for losses due to impairment of trade accounts payable when there is objective evidence that the Group will not be able to receive all of the amounts due to it in accordance with the original terms of the account. The existence of significant financial difficulties on the part of the debtor the probability of the debtor being subject to insolvency procedures or financial reorganisation and failure or default on payment are considered indicators that the account is impaired. The book value of the asset is reduced as the provision account is used and the loss is recognised in the income statement in “selling costs”. When an account payable cannot be charged it is regularised against the provision account for accounts payable. The subsequent recovery of amounts previously derecognised is recognised as a credit in “selling expenses”.

(c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are designated in this category or not classified in any other category. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of balance sheet dat. They are recognised initially at fair value plus transaction costs and are subsequently valued at fair value. Variations in fair value are recognised in Other comprehensive income. When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments are included under the heading Other operating income/ (expense) in the income statement.

Transaction costs associated with held-for-sale investments (premium or discount) are depreciated in the results of the year over the lifetime of the instrument (period between the dates of acquisition and derecognition) according to the effective rate of interest method.

Interest for available-for-sale securities calculated using the effective rate of interest method are recognised in the income statement in “finance income” heading. Dividends for held-for-sale equity instruments are recognised in the income statement as “finance income” when the Group’s right to receive payment is established.

The Group assesses at the end of each reporting period whether there is objective evidence that available-for-sale financial assets or groups of such assets are impaired.

To determine whether equity instruments classified as available for sale are impaired, management assesses whether there has been a significant or protracted decline in the fair value of the securities to below cost. If there is any evidence of impairment of this class of available-for-sale financial assets, the cumulative loss, determined as the difference between acquisition cost and current fair value, less any impairment losses previously recognised in the income statement on the financial asset, is eliminated from equity and recognised in the income statement.

Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement.

In the case of debt instruments, the Group evaluates whether there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a ‘loss event’) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The criteria used by the Group to determine whether there is objective evidence of an impairment loss include:

- significant financial difficulty of the issuer;
- breach of contract such as default or delinquency in payments of interest or principal;
- the disappearance of an active market for a specific financial asset because of financial issues; or
- the observable data include that there is a decrease that may be valued in the estimated future cash flows in a group of financial assets from the initial recognition of those assets, even though the decrease cannot yet be identified with the Group's individual financial assets, including:

  (i) Adverse changes in payment conditions, and

  (ii) domestic economic conditions which are related with non-payments of assets held by the Group.

If, subsequently, the fair value of a debt instrument classified as available for sale increases and this increase can be objectively attributed to an event occurring after the impairment loss was recognised in results, the impairment loss is reversed in the consolidated income statement.

(d) Common rules for financial assets

Acquisitions and disposals of investments are recognised at the trade date, i.e., on the date the Group undertakes to acquire or sell the asset.

Investments are derecognised when the right to receive cash flows from the investments has matured or been transferred and the Group has substantially divested itself of all of the risks and advantages of holding them.

The fair values of quoted investments are based on prevailing bid prices. For unquoted securities the Group determines the fair value using valuation techniques which include the use of recent arms-length transactions between interested and duly informed parties concerning instruments substantially the same, and the analysis of discounted cash flows, making maximum use of market inputs and relying as little as possible on the entity's specific inputs.

2.10. Financial derivatives

During 2010 and 2009 the Group has maintained certain financial derivatives contracted during 2008. Hedge accounting requires the documentation at inception of the relationship between the hedging instruments and hedged items and its risk management objectives and strategy for arranging various hedging transactions. It is also necessary to record an assessment, both at the beginning and on an ongoing basis, of whether the derivatives used in the hedge transactions are highly effective in offsetting changes to the cash flow of the hedged items. Derivatives held by the Group are not classified as hedges for accounting purposes. They are initially recorded at fair value on the date of contracting and subsequently at fair value on each closing date, variations being allocated to the income statement. The value of derivatives to be settled according to contract within 12 months of the closing date are recognised as current, those with a later maturity date being classified as non-current.

2.11. Cash and cash equivalents

Cash and cash equivalents includes cash holdings, sight deposits with credit institutions, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are included within borrowings in current liabilities on the balance sheet.

2.12. Share capital

Ordinary shares are classified as equity.

Amounts obtained on closing as a result of equity issues taken and paid up by shareholders prior to the date of the balance sheet but the registration of which is still in progress on that date are classified as equity under the heading Share capital in progress.

Incremental costs directly attributable to the issuing of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.13. Trade payables (suppliers)

Trade accounts payable are payment obligations arising from the purchase of goods or services from suppliers in the ordinary course of business. Accounts payable are classified as current liabilities if payment is due within one year or less. Otherwise they are presented as non-current liabilities. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.14. Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

In the event of a renegotiation of existing payables, no substantial modifications are considered to exist for the financial liability if the lender of the new loan is the same person as the person that extended the initial loan and the current value of the cash flows, including net commissions, do not differ by more than 10% from the current value of the cash flows pending payment on the original liability calculated using the same method. In this case, renegotiation expenses are recognised immediately in the income statement.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months from the balance sheet date.

2.15. Deferred taxes

The tax expense for the period comprises current and deferred taxes. Taxes are recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised insofar as it is probable that there will be future tax profits against which to offset the temporary differences.

Deferred income tax in liabilities are recognized on temporary differences arising on investments in subsidiaries and associates, except when the timing of reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. When temporary differences arising in these investments give rise to a deferred tax asset it is only recognised when the difference will revert in the foreseeable future and to the extent that there will be future tax benefits against which they can be offset.

Deferred income tax assets and liabilities are offset when the right to offset current tax assets and liabilities is legally recognised and the deferred tax refers to the same tax authority and the same tax.

2.16. Employee benefits

(a) Termination benefits

In some jurisdictions, employment legislation requires the payment of severance indemnities to employees at the time of termination of their employment, provided they have been working for the company for a certain period of time. This liability, which is considered a post-employment obligation, accumulates annually depending on the number of indemnity days per year worked. For the purposes of determining the Group's obligation of the date of the balance sheet, management takes the current actuarial value of the obligation accrued for past services to that date, based on the projected unit credit method and using the appropriate hypotheses, making any appropriate provision and recording the provision or reversion of the provision in the income statement. This liability is presented net of any advances paid to staff in this regard.

Other redundancy compensation to employees as a consequence as a result of the Group's decision to terminate their employment before the normal retirement age, or where the employee agrees to resign in exchange for these benefits, are recognised when the Group has demonstrably undertaken to dismiss current employees in accordance with a detailed formal plan without the possibility of withdrawal, or to pay redundancy compensation as a consequence of an offer made in order to encourage voluntary retirement. Benefits falling due more than 12 months after the balance sheet date are discounted to present value.

(b) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the shareholders after certain adjustments. The Group recognises a provision where it is legally or contractually obliged or where there is a past practice that has created a constructive obligation.

2.17. Provisions

The Group recognises a liability for provisions when:

(i) the Group has a present legal o constructive obligation as a result of past events;

(ii) it is probable than an outflow of resources will be required to settle the obligation; and

(iii) the amount may be reliably estimated.

Provisions are not recognized for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.18. Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services, net of value added tax, special non-recoverable taxes charged on sales, returns and discounts, and after eliminating sales within the Group. The Group recognizes revenue when the amount may be reliably estimated, it is likely that the future economic benefits will flow to the Group and the specific conditions are fulfilled for each of the activities, as described below. It is not considered possible to reliably to assess the amount of revenue until all contingencies relating to the sale have been resolved.

(a) Sales to small retailers

Sales of goods are recorded when a Group entity has delivered the products to the retailer and there is no obligation pending performance which might affect acceptance of the products by the same. Delivery does not occur until the products have been sent to a specific place, the risks of obsolescence and loss have been transferred to the retailer and the latter has accepted and paid for the products. All sales are in cash.

The Group influences the prices at which its products are made available to the final consumer by way of a policy of fair or recommended price which forms part of its overall business strategy. The Group does not consider that this constitutes the preservation of a significant advantage associated with the ownership of the goods.

(b) Sales to distributors

Sales of goods are recorded when Group entity has delivered the products to the distributor and there is no obligation pending performance which might acceptance of the products by the same. Delivery does not occur until the products have been sent to a specific place, the risks of obsolescence and loss have been transferred to the distributor and the latter has accepted the products.

The Group influences the prices at which its products are made available to the final consumer by way of a policy of fair or recommended price which forms part of its overall business strategy. The Group does not consider that this constitutes the preservation of a significant advantage associated with the ownership of the goods.

It is assumed there is no finance component given that sales are for cash or on credit with a term of less than three months.

(c) Sales of goods to supermarket chains

Sales of goods are recognised when an entity of the Group has delivered products and there is no obligation pending performance which might affect acceptance of the products by the chain. There is no delivery until the products have been sent to a specific place, the risks of obsolescence and loss have been transferred and the customer has accepted the products in accordance with the sale contract, the period of acceptance has expired, or the Group has objective evidence that the criteria necessary for acceptance have been complied with.

It is assumed there is no finance component given that sales are made with a payment period of between one and two months, which is in line with market practices in each one of the countries affected.

(d) Interest income

Interest income is recognised using the effective interest method.

2.19. Leases

Leases of fixed assets in which the Group acquires substantially all of the risks and the advantages deriving from ownership of the assets are classified as finance leases. Finance leases are recognised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. lease payments are broken down between the reduction in principal and the financial charge. The payment obligation deriving from the lease, net of the financial charge, is recognised in Borrowings. The interest part of the financial charge is charged to the income statement during the term of the lease, in order to obtain a constant regular interest rate on the balance of the debt pending repayment for each period.

A lease in which substantially all the risks and rewards incidental to ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentive received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

2.20. Distribution of dividends

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company´s shareholders.

2.21. New standards and IFRIC interpretations

The following standards and interpretations issued by the IASB and adopted by the EU have come into force in 2010:

a) Amendment to IAS 27, "Consolidated and Separate Financial Statements". The changes included in IAS 27 establish, inter alia, that variations in a percentage shareholding in a subsidiary which does not imply abstention or loss of control over it will be recognised as transactions with shareholders, in their capacity as owners. Therefore, these operations will not generate goodwill or profits. This change affects transactions with minority interests as from 1 January 2010. However, the Group already applied an analogous accounting policy for translations with minority interests carried out in previous years (Note 1.2). It has therefore not been necessary to include any adjustments to the amounts recognised previously in the financial statements.

b) he following rules, amendments and interpretations have not affected the Group's accounts::

- IFRS 3 (Revised) "Business Combinations".
- IFRIC 12 "Service concession arrangements".
- IFRIC 15 "Agreements for the Construction of Real Estate".
- IFRIC 16 "Hedges of net investments in foreign businesses".
- IFRIC 17 "Distributions of non-Cash assets to owners".
- IFRIC 18 "Transfers of Assets from Customers".
- IFRS 1 (Revised) "First-time adoption of IFRS".
- Amendments to IFRS 1: Additional exceptions for first-time adopters.
- Amendments to IFRS 2: Group transactions with payment based on the share and settlement in cash.
- Amendments to IAS 39: items susceptible of being covered.
- Projected improvements to IFRS - May 2008 and April 2009.

c) Rules, amendments and interpretations coming into force in years after December 31, 2010

At the date of preparation of these consolidated financial statements amendments and interpretations had been approved and adopted by the European Union due to come into force after December 31, 2010. The Group has not adopted any of these amendments in advance.

- IAS 24 (Revised) "Related-Party Disclosures".
- IFRIC 19, "Extinguishing financial liabilities with equity instruments".
- Amendments to IAS 32: classifications of rights issues.
- Amendments to IFRIC 14 "Prepayments when there is a minimum funding requirement"
- Amendments to IFRS 1: exemption from inclusion of comparative figures in disclosures required by IFRS 7.
- Projected improvements to IFRS - May 2010.
- Amendments to IFRS 7: Disclosures – Transfers of financial assets.

The Group considers that the amendments or additional interpretations will not have any relevant effects on its financial statements.

3. Financial risk management

3.1. Financial risk factors

The Group's activities are exposed to various types of financial risk: liquidity risk, market risk (exchange rate risk, cash flow interest rate risk, fair value interest rate risk and price risk) and credit risk, inherent to the countries and markets in which it operates. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management policies are established by the Corporate Management of ATIC, which identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. ATIC management lays down guidelines for overall risk management and for specific areas such as exchange rate risk, interest rate risk and liquidity risk.

(a) Liquidity risk

The prudent management of liquidity risk entails maintaining sufficient cash and marketable securities, ensuring available funding in the form of sufficient committed credit facilities and the ability to monetise market positions.
The table below analyses the Group's financial liabilities grouped according to maturities based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Thousand euro	2011	2012-2013	2014-2019	2020 onwards	Total
At December 31, 2010					
Borrowings	93,386	82,583	24,815	-	200,784
Trade and other payables	229,153	-	-	-	229,153
	322,539	**82,583**	**24,815**	**-**	**429,937**

Thousand euro	2010	2011-2012	2013-2018	2019 onwards	Total

At 31 December 2009					
Borrowings	77,773	82,610	24,649	1,064	186,096
Financial derivatives	835	-	-	-	835
Trade and other payables	150,587	514	-	-	151,101
	229,195	**83,124**	**24,649**	**1,064**	**338,032**

The Group has significant amounts of borrowings and balances payable to suppliers in the short term which on the date of the balance sheet exceeded its current assets by 97,216 thousand euros (2009: 33,580 thousand euros).

Liquidity risk management by ATIC has sought in 2009 and 2010 and to date to allow the Group to continue with its operations and finance its investments plan. Action in this regard has been based on increasing lines of finance and re-financing current borrowing with new non-current debt agreements. Information on the main financing agreements reached is given in Notes 17 and 33.

Having completed these financing agreements the Group manages its liquidity risk by way of the use of the availabilities in lines of credit (Note 17), the punctual settlement of financial instruments held for sale (Note 8), and especially by way of the generation of cash in its commercial operations, strengthened by the existence of a significant percentage of sales in cash or with payment terms less than the payment terms to suppliers.

(b) Cash flow interest rate risk and fair value risk

Apart from available-for-sale financial assets (Note 8) and other financial assets at fair value through profit or loss (Note 11), the Group has not carried any significant interest-bearing assets during 2010 and 2009. The interest generated by these financial assets has been included under Financial income in the income statement (Note 25).

During 2010 and 2009 the Group's interest rate risk has arisen principally from borrowings at variable rates which expose the Group to cash flow interest rate risk.

The Group does not have a specific policy regarding to the proportions fixed rate or variable rate debt must represent of total debt, with ATIC management analysing the financing structure of the Group on the basis of market conditions, the financing needs and existing finance alternatives. At the end of 2010, 67% of borrowings were at a variable rate of interest (2009: 52%).

Nor does the Group have a specific policy in relation to the contracting of interest rate swaps or other derivative financial instruments in order to cover possible unfavourable fluctuations in rates of interest. ATIC management assesses such agreements according to market conditions, without the Group having entered into interest rate swap agreements from variable to fixed rate or vice versa in 2010 and 2009.

The interest on the variable rate loans taken out by the Group is based on a variety of indices plus a spread (based on the Group's risk profile and market conditions), which is recalculated for the purposes of the calculation of interest on a monthly, quarterly or six-monthly basis depending on the agreement with the financial institution in question (Note 17). Interest on variable rate loans and credit facilities at December 31, 2009 and 2010 is based mainly on the following indices: LIBOR, the TIIE (Tasa de Interés Interbancaria de Equilibrio, Mexico), the MLR (Minimum Loan Rate, Thailand) and the DTF (tasa de captación a través de Depósitos a Término Fijo, Colombia).

In 2020, if interest rates on floating-rate borrowings had been 100 base points higher/lower with all other variables held constant, post-tax profit for the year would have been 764 thousand euros higher/lower, mainly as a result of higher/lower interest expense on floating rate borrowings.

The same variation in the rate of interest on variable rate borrowings in 2009 would have caused a variation of 503 thousand euros in the consolidated post-tax result of the mentioned year.

(c) Exchange rate risk

Exchange rate risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Practically all of the Group's operations are located in the following countries, for which the functional currencies and euro exchange rate at December 31, 2010 and 2009 are the following:

Country	Currency	2010[a]	2009[a]
Spain, Malta	Euro	1	1
Mexico	Mexican Peso	16.61	18.71
Peru	Nuevo sol	3.76	4.23
Ecuador, El Salvador, Panama	US dollar	1.34	1.43
Thailand	Baht	39.94	47.73
Guatemala	Quetzal	10.75	11.99
Nicaragua	Cordoba	29.35	29.90
Honduras	Lempira	25.52	27.30
Colombia	Colombian Peso	2,567.03	2,932.86
Costa Rica	Colón	694.86	820.38
Venezuela	Bolivar Fuerte	5.77	3.08
Brazil	Brazilian real	2.23	2.40

a Units of the currency equivalent to 1 euro

The commercial operations of each one of the entities of the Group are relatively autonomous and most are carried out with local counterparties and in national currencies. However, of total operating expenses (Note 21), not including amortisation, approximately 26% are denominated in US dollars in 2010 (2009: 21%). In addition to this the external financing activities of the entities which make up the Group are in the form of loans and credits in US dollars in addition to the various national currencies of the countries in which operations are located (Note 17). Group companies also keep balances between each other for sales of goods and services and financing, denominated in US dollars. Consequently variations of the exchange rate between the various currencies with which the entities of the Group operate locally (in which the Group's revenue is generally expressed) and the US dollar (in which a part of the financing and of operating costs are expressed) affect the Group's net cash flow.

Notes 9, 16 and 17 include details of the balances at the end of the year classify by the currency in which they have been expressed.

In 2010, the Group did not arrange any derivatives or hedges of other kinds aimed at covering exchange rate exposure. In 2009 and part of 2010, the Mexican subsidiaries used derivatives to cover some exposures to exchange rate risks mainly associated with financing operations, in accordance with the stipulated contractual obligations.

At December 31, 2010, if the functional currencies referred to above had weakened/strengthened by 5% against the US dollar with all other variables held constant, post-tax profit for the year would have been 3,745 thousand euros (2009: 4,345 thousand euros) higher/lower, as a result of foreign exchange gains/losses on the translation of accounts receivable, accounts payable and borrowings denominated in US dollars to the functional currency.

At December 31, 2009 the Group maintained exchange rate derivatives involving the Mexican peso/US dollar exchange rate (Note 12). Based on the position at 31 December 2009, if the peso had been devalued/revalued by 10% against the US dollar, the post-tax profit for the year would have been 113 thousand euro higher/lower due to the change in fair value of those financial instruments.

(d) Price risk

The Group is exposed to equity securities price risk because of investments classified on the consolidated balance sheet either as available for sale or at fair value through profit or loss. The Group does not have a specific policy to manage the price risk on financial investments, nor has it entered into derivative contracts or other types of hedging to cover this risk. The investments held by the Group are principally quoted debt securities (Note 8 and 11).

At 31 December 2010, if the quotation of the securities had been 10% higher/lower with all other variables held constant, equity would have been increased/decreased by 57 thousand euros (2009: 1,353 thousand euros) as a result of the gains/losses on the securities.

As regards the price risk on quoted raw materials the Group's operations require the use of products quoted on various markets, principally sugar and PET resin, a product derived from oil. In 2010 and 2009 the Group did not enter into any derivative contracts or other types of hedging operations to cover price risks of raw materials, although at the end of 2010 certain long-term supply contracts were kept in place in order to ensure supplies for production needs (Note 30.).

(e) Credit risk

Credit risk is managed by group. Credit risk arises from cash and deposits with Banks and financial institutions, from debt securities classified as held for sale or at fair value through profit or loss, and from accounts receivable with distributors and supermarket chains.

For banks and financial institutions, in general only independently rated parties with a minimum rating of BBB on the Global Foreign / Local Currency Scale are accepted; using international ratings by Standard & Poors or Fitch Ratings or, when these are not available, those provided by leading local ratings agencies in the country in which the financial institution is located.

The credit quality of cash and cash equivalent balances at December 31, 2010 and 2009 may be analysed as follows:

Thousand euro	2010	2009
Rating AA or AA-	5,241	5,706
Rating BBB+	-	5,816
Rating BBB-	-	3,210
Rating BBB- given to Banco Interbank by Apoyo ratings agency1	466	336
Rating C+	391	-
Rating provided by a non-international rating agency or rating not available	2,622	10,302
	8,720	**25,370**

1 The Apoyo ratings agency is the associate firm of Fitch Ratings in Peru

As regards debt securities which are bonds of the Bolivarian Republic of Venezuela (see Notes 8 and 11), the rating was B+ at December 31, 2009 and 2010.

As regards customers and as was indicated in Note 1 virtually all of the Group's operations are located in Latin America or in Thailand, a significant part of sales being in cash. For sales on credit (in which the credit period does not generally exceed 60 days) the Group analyses the creditworthiness of its customers internally. Individual credit limits are set according to internal and external ratings in accordance with the limits laid down by the management of each subsidiary of the Group, following the general guidelines laid down by ATIC. If customers have been rated independently these ratings are used. Otherwise the credit and collection unit in each country assesses the customer's creditworthiness by reviewing private credit reports, research in the market on the making of payments and the use of banking and commercial references. Use of credit limits is monitored on a regular basis. The Group does not have customer credit insurance taken out with financial institutions.

At December 31, 2010, in respect of accounts receivable (customers, miscellaneous debtors and accounts receivable from related parties; Note 9), a single customer with a balance of 2,953 thousand euros (2009: 6,938 thousand euros) had a rating of A+ (Moody´s) (stable AA in 2009, there being no independent rating for any other debtors.

The table below shows balances with the most significant counterparties on the date of the balance sheet, which individually make up more than 5% of the consolidated customer figure, or whose operations figures individually make up more than 1% of revenue.

			Balances at December 31	
(thousand euro)	**Net sales 2010**	**Net sales 2009**	**2010**	**2009**
Customer 1	22,625	36,269	2,953	6,938
Customer 2	60,092	47,708	8,508	5,442
Customer 3	41,624	34,726	5,381	3,166
Customer 4	9,291	5,324	2,813	1,190
Customer 5	5,053	12,609	18	4,003

Management does not expect there to be any losses due to the failure of any of its transaction counterparties to comply with their obligations.

3.2. Capital risk management

Group's objectives in relation to capital are the following:

Ensure that the Group maintains the capacity to finance its growth maintaining an adequate financing structure and taking into account cash needs with a view to financing investments in fixed assets and the costs deriving from the launching of new products; this growth objective is set in the context of the ultimate objective of pursuing sustainable long-term profitability for the Group's shareholders.

Comply with minimum capital requirements laid down in certain contracts with financial institutions (see Note 17).

Group management analyses possible payments of dividends, reimbursements of capital or issues of new shares with a view to complying with these objectives.

The Group monitors capital based on a leverage ratio.

This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings' as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as equity as shown in the consolidated accounts plus net debt.

(thousand euro)	**2010**	**2009**
Non-current borrowings	96,075	92,824

Current borrowings	80,494	66,649
Cash and cash equivalents	(8,720)	(25,370)
Net debt	**167,849**	**134,103**
Equity	137,109	139,037
Total capital	**304,958**	**273,140**
Leverage	**55.04%**	**49.10%**

3.3. Estimation of fair value

Effective 1 January 2009, the Group adopted the amendment to IFRS 7 for financial instruments that are measured in the balance sheet at fair value, this requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

• Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

• Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

• Level 3: inputs for the asset or liability that are not based on observable market data.

The following table presents the assets and liabilities of the Group that are measured at fair value at 31 December 2010 and 2009:

(thousand euro)	2010				2009			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets								
Available-for-sale financial assets or financial assets at fair value through profit or loss:								
Interest and covered capital securities (ICCS) or fixed interest securities (FIS)	565	-	-	565	13,527	-	-	13,527
Shareholdings in the company “Aéreo y Marítimo, Turismo y Servicios, C.A.” and others	-	-	867	867	-	-	1,958	1,958
Derivatives:								
Exchange rate futures contracts	-	-	-	-	-	40	-	40
Total assets	565	-	867	1,432	13,527	40	1,958	15,525
Liabilities								
Derivatives								
Cross Currency Swap:	-	-	-	-	-	728	-	728
Exchange rate futures contracts	-	-	-	-	-	107	-	107
Total liabilities	**-**	**-**	**-**	**-**	**-**	**835**		**835**

The fair value of debt securities classified as available for sale and at fair value through profit or loss traded on active markets (Notes 8 and 11) is based on quoted market prices at the date of the balance sheet. The listed price used for financial assets is the ordinary buy price.

The fair value of derivative financial instruments was determined using as a basis market values determined by suppliers of qualified prices, and using the following techniques depending on the instrument:

- Collar with foreign currency options: The Black & Scholes model has been used. The market data used in the determination of their value was the spot exchange rate, the volatility of the exchange rate and the risk-free interest rates which affect the exchange rate.

- Cross Currency Swap: The present value technique has been used to compare the net flows projected by the variable rates (Tiie Forward and Libor) discounted at their present value for each one of the periods of the swap, and with the risk-free rate corresponding to the currency of each tranche.

The fair value of unlisted equity holdings classified as available for sale (level 3) is based on other valuation techniques which include basically the use of prices at the end of the year for similar transactions. Variations in level 3 securities for each year are set out in the following table:

	Thousand euro	
	31.12.2010	**31.12.2009**
Opening balance	1,958	1,736
Monetary restatement and translation differences	(855)	1,257
Impairment losses recorded in Other income/operating expenses"	(236)	(1,035)
Closing balance	**867**	**1,958**

The face value less the estimated credit adjustments of trade receivables is assumed to approximate to the fair values. The fair value of financial liabilities for the purposes of the presentation of financial information is estimated discounting future contractual cash flows at the current market rate of interest available for the Group for similar financial instruments.

4. Accounting estimates and judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1. Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom match the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Useful life of property, plant and equipment

Group management determines the estimated useful lifetimes and the corresponding depreciation charges for its property, plant and equipment. The estimated useful lifetimes could change significantly as a consequence of technical innovation and actions on the part of competitors. Management will increase depreciation charges when useful life is lower than the lifetime estimated previously or will depreciate or eliminate technically obsolete or non-strategic assets which have been abandoned or sold.

Estimates of the recoverability of tax assets

The Group recognises deferred tax assets in accordance with the accounting policy stated in Note 2.15. The estimates on the recoverability of taxes take as a basis the profit projections of the companies located in the various tax jurisdictions, to the extent that the Group does not have an international tax consolidation system. These projections are taken into account provided they can be reliably estimated, which is usually the case when the Group has been operating for a number of years in the jurisdiction in question.

For this reason tax assets have only been recognised for a part of the Group's negative tax bases pending offset, basically for the Mexican and Colombian subsidiaries (Note 18).

Test of impairment of fixed assets

In accordance with what is indicated in Note 2.7, in cases in which an indicator has been detected of a possible impairment the Group tests whether the corresponding fixed assets (grouped in cash generating units) have suffered any loss due to value impairment. The recoverable amounts of the cash generating units have been determined on the basis of value-in-use calculations. These calculations require the use of estimates.

A reduction of 2% in the projected gross margin, of 1% of forecast sales increases or an increase of 1% of the estimated pre-tax rate of discount (in absolute terms in all cases) used for the calculation of value in use of the corresponding cash generating units would not have led to the Group recognising a loss due to impairment of value of property, plant and equipment.

4.2. Critical judgments in applying accounting policies

a) Consolidation of certain entities

Under IFRS, a special purpose entity is consolidated when the substance of the relation between the Group and that entity indicates that the latter is controlled by the Group, even if it does not hold any of its capital. On this sense, for the purposes of preparing these consolidated financial statements, Group management has included within the perimeter of consolidation certain entities, listed in Appendix I, in which it does not hold any shares but which, in accordance with IFRS, must be consolidated to the extent that (i) they are controlled by ATIC management, (ii) their activities are an extension of that of certain ATIC subsidiaries (they constitute a part of the production or commercial process, providing services necessary for the management and administration of the Group's activities) and (iii) the Group is their principal beneficiary and in the last resort bears the risk of their activities.

The volume of revenue, gross profit and profits for 2010 and 2009 of the consolidated special purpose entities, having made the consolidation eliminations, are the following

(thousand euro)	BC. Maya branch Nicaragua (1)	Ajehonduras, S.A. (1)	BC. Maya, S.A. Guatemala (1)	Servicios Corporativos BC, S.A. de C. V. (1)	Ajemex Consultores, S.A. de C, V, (1)	Econored de Panamá, S.A.	Ajecen del Sur, S.A.
2010							
Revenue	-	-	-	-	-	434	12,096
Gross profit (loss)	-	-	-	-	-	191	5,893
Profit/(loss) for the year	-	-	39	(393)	(216)	(217)	1,903
Total assets	**70**	**3**	**30**	**397**	**2,229**	**94**	**5,450**
Total liabilities	**(43)**	**(1)**	**(547)**	**(358)**	**(2,273)**	**(16)**	**(2,339)**
FY 2009							
Revenue	-	-	-	-	-	-	9,396
Gross profit (loss)	(10)	-	-	-	-	-	4,537
Profit/(loss) for the year	(10)	-	13	(73)	(46)	-	1,389
Total assets	**32**	**2**	**7**	**332**	**1,012**	**-**	**3,881**
Total liabilities	**(32)**	**(1)**	**(346)**	**(37)**	**(1,788)**	**-**	**(1,812)**

(1) All these companies' transactions are carried out with Group Companies.

b) Rate of exchange applicable in Venezuela

With effect from February 2003, a control exchange system has been in force in Venezuela which includes the fixing of an official controlled exchange rate of 4.30 Bolívares Fuertes (BF) per US dollar (US$) as at December 31, 2010 (2009: 2.15 BF per US$), which has been changed during the year as indicated in Note 1.4. The Currency Administration Commission (CADIVI) controls and approves the acquisition and sale of currency at the official exchange rate.

To be able to obtain currencies at the above-mentioned official rate for the payment of debts and dividends in foreign currency, companies must comply with a series of administrative and legal requirements and obtain the prior approval of CADIVI. Alternative, to June 2010 companies could opt to use the securities swap market, by means of which it was possible to obtain currencies indirectly at an implicit rate which at December 31, 2009 stood at 5.97 BF per

US$. With effect from June 2010, the Venezuelan Government determined that companies may apply to acquire securities through the Foreign Currency Securities Transaction System (SITME), to a maximum of 350,000 US$ per month. At December 31, 2010 the SITME rate was 5.30 BF per US$.

As at December 31, 2010 Ajeven, C.A. records accounts payable totalling 21,546 thousand US$ (2009: 22,854 thousand US$), including balances with other Group companies eliminated in the consolidation process, for which funds had been requested and were pending approval by CADIVI. Additionally, at December 31, 2010 Ajeven, C.A. maintains a net monetary asset position in foreign currency, including balances with other Group companies eliminated in the consolidation process, amounting to 7,107 thousand US$ (2009: net liability position of 2,327 thousand US$) related to assets and liabilities for which authorisation by CADIVI had not been requested.

To convert said balances to the functional currency of the Venezuelan subsidiary pursuant to IAS 27, the Group makes its best estimate of the expectation of future flows of bolivars which would have to be paid at the year end in order to extinguish the obligations, or which would be received following cancellation of the monetary assets. At December 31, 2010 the balances payable recorded with CADIVI were stated at the official rate of 4.30 BF per US$ (2009: official rate of 2.15 BF per US$), and the remainder of monetary assets and liabilities in foreign currency were stated at the SITME rate of 5.30 BF per US$ (2009: implicit swap market rate of 5.97 BF per US$). Valuing the totality of monetary assets and liabilities at year end at the implicit market rate would have entailed a loss on exchange of 3,734 thousand euros at December 31, 2010 (2009: loss of 28,345 thousand euro).

In addition, as indicated in Note 2,3, the Group converts balance and transactions of its subsidiary Ajeven, C.A. from its functional currency to the presentation currency (euro).

The Group has used the official rate to convert the assets, liabilities, equity, results and cash flows of its Venezuelan subsidiary to the currency of presentation given that this is the rate at which it expects to realise its investment, mainly by receiving dividends on account of the future results of the subsidiary, and given that (i) the company does not anticipate any significant difficulties in complying with the relevant legal and administrative requirements and obtaining the authorisation of the CADIVI and (ii) the Group and the minority shareholders of the subsidiary currently intend not to demand payment of dividends in the short term, until the procedures necessary for obtaining the foreign currency at the official rate of exchange have been completed.

The following table shows how converting the subsidiary's balances and transactions to euros at the implicit market rate rather than the official rate would have affected its main figures:

(thousand euro)	**At the official rate**	**At implicit market rate**
FY 2010		
Revenue [1]	105,256	85,396
Gross profit [1]	36,152	29,331
Profit for the year [1]	(6,306)	(5,117)
Total assets [1]	**65,981**	**53,532**
Total liabilities [1]	**48,095**	**39,020**
FY 2009		
Revenue [2]	146,008	51,929
Gross profit/(loss) [2]	43,958	15,634
Profit/(loss) for the year [2]	1,092	388
Total assets [2]	**111,189**	**39,545**

Total liabilities [2]	**77,064**	**27,408**

1 Closing official rate 2010: 577 Bolivar Fuertes to the euro. SITME rate: 7,11 Bolivar Fuertes per euro.

2 Official year-end rate 2009: 3.0779 Bolivar Fuertes per euro. Closing implied rate of securities swap market: 8.550 Bolivar Fuertes per euro.

5. Property, plant and equipment

The breakdown of and changes in the various items comprising property, plant and equipment are as follows:

					Thousand euros
	Land, constructions and buildings	**Machinery and equipment**	**Vehicles, furniture and other fixed assets**	**Work in progress and advances**	**Total**
At January 1, 2009	**48,437**	**137,368**	**11,491**	**13,998**	**211,294**
Increases	1,684	18,509	6,350	19,988	**46,531**
Disposals	(208)	(1,049)	(79)	-	**(1,336)**
Depreciation expense	(2,114)	(17,654)	(2,780)	(12)	**(22,560)**
Transfers	3,024	6,839	237	(10,100)	**-**
Monetary restatement	7,813	10,609	512	501	**19,435**
Translation differences	1,412	4,570	221	540	**6,743**
Final carrying value	**60,048**	**159,192**	**15,952**	**24,915**	**260,107**
At December 31, 2009					
Cost	71,726	226,276	28,902	24,942	**351,846**
Accumulated depreciation	(11,678)	(67,084)	(12,950)	(27)	**(91,739)**
Net book value	**60,048**	**159,192**	**15,952**	**24,915**	**260,107**
Balance as at January 1, 2010	**60,048**	**159,192**	**15,952**	**24,915**	**260,107**
Increases	5,423	40,336	4,962	37,524	**88,245**
Disposals	64	(3,133)	(85)	(747)	**(3,901)**
Depreciation expense	(2,664)	(22,180)	(2,725)	-	**(27,569)**
Transfers	3,192	23,532	(265)	(26,459)	**-**
Monetary restatement	3,487	3,757	2,876	602	**10,722**
Translation differences	(2,210)	9,533	(2,146)	441	**5,618**
Final carrying value	**67,340**	**211,037**	**18,569**	**36,276**	**333,222**
At December 31, 2010					
Cost	81,274	302,144	32,801	36,303	**452,522**
Accumulated depreciation	(13,934)	(91,107)	(14,232)	(27)	**(119,300)**
Net book value	**67,340**	**211,037**	**18,569**	**36,276**	**333,222**

The main acquisitions of 2010 and 2009 relate to expansion projects at the production plants, as well as new constructions in Thailand, Brazil, Colombia, Mexico, Costa Rica and Ecuador. Machinery and equipment has also been acquired.

Of the depreciation expense of 23,439 thousand euros (2009: 19,554 thousand euros) has been recorded in cost of goods sold and 4,130 thousand euros (2009: 3,006 thousand euros) in selling or administration costs.

Bank borrowings are secured on fixed assets for the value of 197,867 thousand euros (2009: 129,528 thousand euros).

Property, plant and equipment include the following amounts where the Group is a lessee under a finance lease:

(thousand euro)	2010	2009
Cost capitalised finance leases	77,934	66,837
Accumulated depreciation	(13,786)	(9,895)
	64,148	**56,942**

The assets on finance lease are basically industrial premises and machinery.

Investment commitments at December 31, 2010 are disclosed in Note 30.b.

6. Intangible assets

The breakdown of and movements in the various items comprising intangible fixed assets are as follows:

(thousand euro)	Trademarks and licences	Computer programmes	Total
At January 1, 2009	**56**	**929**	**985**
Increases	-	74	**74**
Disposals	-	(952)	**(952)**
Translation differences	-	62	**62**
Amortisation charge	(47)	(100)	**(147)**
Final carrying value	**9**	**13**	**22**
At December 31, 2009			
Cost	63	196	**259**
Accumulated amortisation	(54)	(183)	**(237)**
Net book value	**9**	**13**	**22**
at January 1, 2010	**9**	**13**	**22**
Increases	-	365	365
Disposals	(9)	(42)	(51)
Translation differences	-	11	11
Amortisation charge	-	(14)	(14)
Final carrying value	**-**	**333**	**333**
At December 31, 2010			
Cost	54	530	584
Accumulated depreciation and losses due to impairment	(54)	(197)	(251)
Net book value	**-**	**333**	**333**

All of the depreciation expense was recorded in administration charges in 2010 and 2009. A sum of 952 thousand euros was recorded as a derecognition in 2009 as a result of charging to results the expenses incurred in the previous year for the introduction of a new computer system, the mentioned project having been abandoned.

7. Financial instruments by category

The accounting policies concerning financial instruments have been applied to the items detailed below:

	Loans and receivables		Available for sale		Derivative instruments		Assets at fair value through profit or loss		Total	
(thousand euro)	2010	2009	2010	2009	2010	2009	2010	2009	2010	2009
Non-current assets										
Available-for-sale financial assets		-	867	15,485	-	-	-	-	867	15,485
Other accounts receivable	6,761	4,562			-	-	-	-	6,761	4,562
Current assets										
Financial derivatives	-	-	-	-	-	40	-	-	-	40
Trade and other receivables	117,195	82,822	-	-	-	-	-	-	117,195	82,822
Cash and cash equivalents	8,720	25,370	-	-	-	-	-	-	8,720	25,370
Financial assets at fair value through profit or loss	-	-	-	-	-	-	565	-	565	-
	132,676	**112,754**	**867**	**15,485**	**-**	**40**	**565**	**-**	**134,108**	**128,279**

Trade debtors and receivables include balances for customers, sundry debtors and receivables from related parties (Note 9).

Practically all financial liabilities, which at December 31, 2010 include borrowings of 176,569 thousand euros (2009: 159,473 thousand euros) and suppliers' balances and other accounts payable amounting to 229,153 thousand euros (2009: 151,101 thousand euros), come under the category of other financial liabilities per IAS 39 and are recorded initially at fair value and subsequently at amortized cost.

8. Available-for-sale financial assets

(thousand euro)	2010	2009
Opening balance	**15,485**	**16,043**
Increases	1,852	262
Disposals	(10,457)	(153)
Monetary restatement	3,785	683
Impairment (Note 24)	(236)	(1,035)
Movements recorded in Equity (Note 24)	(1,195)	69
Translation differences	(8,367)	(384)
Closing balance	**867**	**15,485**

Available-for-sale financial assets include the following:

(thousand euro)	2010	2009
ICCS or FIS – Acquisition cost (1)	-	15,285
Reserve for reduction of fair value of ICCS	-	(1,758)
ICCS or FIS – net value	**-**	**13,527**
Shareholdings in Aéreo y Marítimo, Turismo y Servicios, C.A.- acquisition cost (2)	1,805	2,658
Impairment	(938)	(1,034)
Shareholdings in Aéreo y Marítimo, Turismo y Servicios, C.A.- net value	**867**	**1,624**
Other	**-**	**334**
	867	**15,485**

At December 31, 2009 there are bonds issued by the Bolivarian Republic of Venezuela called “interest and covered capital securities” (ICCS) in US dollars, or “fixed interest securities” (FIS) in Bolivar Fuertes, with a fair value of 13,527 thousand euros, a nominal value or approximately 14,312 thousand euros and a cost, including acquisition expenses pending amortisation, or 15,285 thousand euros. At December 31, 2009, bonds with a nominal value of 12,541 thousand euros guaranteed debts with credit institutions denominated in US dollars amounting to 7,636 thousand euros.

The maximum exposure to credit risk at the reporting date is the fair value of the debt securities.

None of these financial assets was either past due or impaired, given that the unrealised loss caused by the difference between the quoted value of the bonds at closing and their acquisition cost was considered recoverable.

In January 2010 all available-for-sale financial assets were settled to meet financial debt maturities.

During 2010 and 2009 these investments generated interest at annual rates that varied between 5.25 % and 10.37 %; income for this item amounted to 53 and 892 thousand euros, respectively (note 25).

(2) Relates to a holding of 0.9% in the shipping company “Aéreo y Marítimo, Turismo y Servicios, C.A.”, with registered office in Venezuela and not quoted on any organised market. At December 31, 2010 the proportional share in the equity of the said company amounted to 870 thousand euros (2009: 1,526 thousand euros).

In 2010 the Group has recorded a loss due to impairment of the investment of 236 thousand euros (1,035 thousand euros in 2009) on the basis that there was a significant and prolonged fall in its fair value. This amount has been recognised under the heading Other operating revenue (expense)” on the income statement (Note 24).

9. Trade debtors and accounts receivable

At 31 December this heading breaks down as follows:

(thousand euro)	2010	2009
Trade receivables	60,502	34,756
Less: provision for losses due to impairment of receivables	(1,467)	(1,394)
Trade receivables – Net	59,035	33,362
Positive balances of other taxes	20,026	13,908
Miscellaneous debtors	16,291	16,129
Accounts receivable from related parties (Note 31)	10,493	7,734
Advance payments	18,111	16,251
Total	**123,956**	**87,384**
Less: non-current part	6,761	4,562
Current total	**117,195**	**82,822**

The balance relating to the non-current portion mainly concerns deposits and guarantees.

The details of positive balances of other taxes at the end of 2010 and 2009 are as follows:

(thousand euro)	2010	2009
Value added tax receivable	13,542	11,509
Other tax credits	6,484	2,399
	20,026	**13,908**

The receivable balance for value added tax includes the balance held by the Group's Mexican subsidiaries of 11,482 thousand euros (2009: 9,561 thousand euros), mainly due to this tax being invoiced at a rate of 0% on some principal products; this is generally recovered by way of set off against other types of tax.

At December 31, 2010 Sundry debtors includes mainly deposits denominated in baht amounting to 6,138 thousand euros, furnished as a bond for the litigation referred to in Note 29.1, classified as long term; and cash advances and loans to employees in the amount of 3,271 thousand euros that do not accrue interest at the year end and which have short-term maturities.

At December 31, 2009 Sundry debtors reflected mainly 2,123 thousand euros for accrued interest receivable on bonds issued by the Bolivarian Republic of Venezuela (Note 8); deposits denominated in baht furnished as a bond for the litigation referred to in Note 29.1; and cash advances and loans to employees in the amount of 1,886 thousand euros that do not accrue interest at the year end and which have short-term maturities. In addition, Sundry debtors included 2,207 thousand euros in loans to third parties that bear interest at an annual average rate of 6% to 8% and have no specific guarantees.

The advance payments consist mainly of sums advanced to transporters and other suppliers on account of services to be provided or goods to be delivered in the short term.

The fair values of trade and other receivables at present do not significantly differ from their book value.

The maximum exposure to credit risk at the date of presentation of the information is the balance of customers and accounts receivable.

At December 31, 2010 the Group recognised a loss of 1,467 thousand euros (2009: 1,394 thousand euros) due to impairment of its trade receivables. The movement in the provision for impairment of trade receivables is the following:

(thousand euro)	2010	2009
Opening balance	(1,394)	(2,172)
Impairment of receivables (Note 21)	(3,538)	(998)
Reversal of impairment of receivables (Note 21)	-	299
Receivables written off	3,213	1,492
Translation differences	252	(15)
Closing balance	**(1,467)**	**(1,394)**

The creation and release of provision for impaired receivables have been included under the heading “Selling costs” in the income statement. Amounts charged against the impairment loss account are normally derecognised when there is no expectation of recovering further cash. The balances provided are also entirely for mature debt of more than six months standing.

As of December 31, 2009 trade receivables of 9,510 thousand euros (2009: 8,730 thousand euros) were past due but not impaired. These relate to a number of independent customers and debtors for whom there is no recent history of default. The ageing analysis of these trade receivables accounts is as follows:

(thousand euro)	2010	2009
Up to 30 days	5,272	5,653
From 31 to 60 days	2,558	1,252
From 61 to 90 days	1,253	337
More than 90 days	427	1,488
	9,510	**8,730**

The receivable balances are in the following currencies:

(thousand euro)	2010	2009
Mexican Peso	29,033	26,093
Nuevo sol	25,079	14,137
Bolivar fuerte	10,712	16,850
US dollar	23,348	17,837
Baht	19,330	8,773
Colombian Peso	5,055	1,536
Brazilian Real	2,644	-
Other currencies	8,755	2,158
Closing balance	**123,956**	**87,384**

Other currencies mainly includes euro, colons and quetzals.

10. Inventories

Inventories at December 31, 2010 and 2009 may be analysed as follows:

(thousand euro)	2010	2009
Cost		
Raw materials	53,184	56,265
Work in progress	9,515	7,643
Prepayments to suppliers	2,553	9,546
Finished products	14,500	10,618
	79,752	84,072
Provision for impairment		
Inventories	(1,047)	(1,465)
	(1,047)	(1,465)
Closing balance	**78,705**	**82,607**

Advance payments include payments made to suppliers in order to guarantee the supply of raw materials and spare parts.

The movement in the impairment adjustment is as follows:

	Total	
(thousand euro)	2010	2009
Opening balance	(1,465)	(541)
Inventory impairment charged to cost of sales	(3,159)	(2,462)
Reversion of amounts not used, credited to selling costs	-	1,579
Disposals	3,161	-
Translation differences	416	(41)
Closing balance	**(1,047)**	**(1,465)**

Practically all consumption of stocks has been recorded under the heading “Cost of goods sold”.

Commitments for the purchase/ sale of inventories at the year end relate to transactions in the ordinary course of business, considering that the fulfilment of these commitments will not give rise to losses for the Company (Note 30.a).

11. Other financial assets at fair value through profit or loss

Euro thousand	2010	2009
Opening balance	-	-
Additions	4,247	13,311
Disposals	(3,682)	(13,311)
Closing balance	**565**	**-**

In 2010 and 2009 the Group acquired bonds issued by the Bolivarian Republic of Venezuela, in bolivars, to swap them thereafter for American Treasury Bonds. The Group later sold those American Treasury Bonds obtaining US dollars which were used to pay suppliers. As a result of these swaps the Group incurred losses on foreign exchange which were included in Operational losses on transactions in foreign currency (Note 25).

Acquisitions and sales of other financial assets at fair value through profit or loss have been included in the investment activities heading of the cash flow statement.

At December 31, 2010, mainly PDVSA Bonds were held maturing in 2017.

12. Financial derivatives

The details of derivative financial instruments at fair value are as follows:

	2010		2009	
(thousand euro)	**Assets**	**Liabilities**	**Assets**	**Liabilities**
Cross Currency Swap	-	-	-	728
Exchange rate futures contracts	-	-	40	107
	-		40	835
Non-current part	-	-	-	-
Current part	**-**	**-**	**40**	**835**

Under the CCS (cross currency swap) it was agreed to pay a financial institution a TIIE variable rate at 91 days with a spread of 386 base points with a notional amount of 1,070,100 thousand Mexican pesos; receiving a Libor variable rate at 91 days on a notional amount of 1,000,000 thousand Mexican pesos. The CSC matured in July 2010 and its fair value (liability) at December 31, 2009 was 13,616 thousand Mexican pesos (728 thousand euros).

The exchange rate futures contracts were made up principally of a Collar type derivative with foreign currency options. The Collar was made up European call, put and digital type options with notional amounts equivalent to 11,250, 8,750 y 2,625 thousand US dollars respectively with maturity in January 2010. At December 31, 2009 their fair value (asset) amounted to 754 thousand Mexican pesos (40 thousand euros).

Both derivative financial instruments were contracted in the context of the syndicated loan agreement signed in 2008 by the subsidiary Ajegroup, S.A. de C.V. (Note 17)

The Group also identified embedded exchange rate derivatives associated with an operating lease contract signed in 2008 and in force in 2009 whose income is in US dollars, entered into by parties whose functional currency is the Mexican peso. These embedded derivatives were separated from the host contract and stated at fair value (liability) at December 31, 2009 at 1,479 thousand Mexican pesos (107 thousand euros).

All financial derivatives matured and were derecognised during 2010. Movements at December 31, 2010 and 2009 are the following:

			Thousand euros
	Cross-currency swap	**Exchange rate futures contracts**	**Total**
Balance at 01/01/2009	**(1,314)**	**918**	**(396)**
Credited (charged) to financial results (Note 25)	603	(964)	**(361)**
Translation differences	(17)	(21)	**(38)**
Balance at 31/12/2009	**(728)**	**(67)**	**(795)**
Balance at 01/01/2010	**(728)**	**(67)**	**(795)**
Credited (charged) to financial results (Note 25)	774	75	**849**
Translation differences	(46)	(8)	**(54)**
Balance at 31/12/2010	**-**	**-**	**-**

The Group's derivative financial instruments were contracted for hedge purposes from a financial point of view, although variations in the fair value are imputed to the income statement, as not all of the requirements described in Note 2.10 for the application of hedge accounting are met.

13. Cash and cash equivalents

At 31 December this heading breaks down as follows:

(thousand euro)	2010	2009
Savings banks and banks	8,622	24,800
Deposits with credit institutions	98	570
	8,720	**25,370**

Short term deposits in financial institutions are represented by fixed yield investments which pay annual interest at 3.6% (2009: 3.6%) maturing in the first quarter of 2011 (2009: first quarter of 2010).

The deposits are in the following currencies:

(thousand euro)	2010	2009
US dollars	19	158
Bolivars	-	382
Chilean peso	5	-
Reales	57	-
Lempira	2	.
Euros	15	30
	98	**570**

There are no bank overdrafts at the end of either of the years.

14. Share capital

The total number of shares in circulation at December 31, 2010 is 9,866,482 with a par value of 1 euro per share. All of the shares issued have been fully paid.

In 2010 and 2009 there were no changes in the share capital figure.

At December 18, 2008 the Single Shareholder adopted the decision to change the corporate form from a public limited company (Sociedad Anónima) to private limited company (Sociedad de responsabilidad limitada). This change was registered in the Mercantile Register on 14 January 2009.

The detail of shareholders with holdings equal to or greater than 10% is the following:

(thousand euro)	Aje Netherlands Cooperatief, U.A.	Duinsand, B.V.	Rozenboom, B.V.	Pellenaer, B.V.	Galstaff, B.V.
At 31.12.2008	100.00%	-	-	-	-

At 31.12.2009 and 31.12.2010	10.00%	22.4999%	22.4999%	22.4999%	22.4999%

Up to December 21, 2009 Aje Netherlands Cooperatief U.A. held 100% of the Company's share capital, having been registered in the Mercantile Register as a single shareholder company.

The Company is ultimately controlled by Mr. Ángel Eduardo Añaños Jeri, Mr. Álvaro Nivardo Añaños Jeri, Mr. Arturo Fernando Añaños Jeri and Mr. Carlos Enrique Añaños Jeri.

15. Availability of and restrictions on reserves and retained earnings

Translation differences arise on conversion by foreign entities of their functional currency to the presentation currency. There is no associated tax component.

The revaluation reserve relates to the latent capital loss in the available-for-sale financial assets contributed by Ajeven C.A. (Note 8), net of the amount pertaining to the minority interest.

Retained earnings at December 31, 2010 and 2009 include an amount of 16,621 thousand euros for reserves recorded as a result of the acquisition of subsidiaries, at the difference between the cost of acquisition and the carrying value of the subsidiaries at the time of purchase. This amount pertains to the Company's voluntary reserves. The above amount does not include the effect of the revaluation reserve of available-for-sale financial assets of Ajeven, C.A. at the date when this company was included in the consolidation scope, in the amount of 5,371 thousand euros (capital loss).

Retained earnings also include excess or shortfall in acquisition cost per carrying value of the acquisition or sale of shareholdings in subsidiaries to minority interests (Note 1.2). In 2010 there has been a reduction in the retained earnings of 38,971 thousand euros due to the acquisition of a holding in Acava, Ltd. (Note 31 a)

The Company pays dividends to shareholders. Any dividends that are distributed are subject to the limitations and restrictions of the Companies Act 2010 in Spain. In accordance with current regulations the maximum amounts to be distributed and the limitations and restrictions applicable are based on the amounts presented by the Company in its individual financial statements prepared under Accounting Principles and Rules Generally Accepted in Spain.

In accordance with the Spanish Companies Act, 10 % of profits must be transferred to the legal reserve each year until it represents at least 20 % of share capital. The legal reserve may be used to increase capital in an amount equal to the portion of the balance that exceeds 10 % of capital after the increase. Otherwise, until it exceeds 20 % of share capital and provided there are no available reserves, the legal reserve may only be used to offset losses.

The proposal for distribution of the result of 2010 and other reserves of the dominant company to be presented to the Shareholders' General Meeting, and the distribution approved in 2009, are the following:

(thousand euro)	2010	2009
Available for distribution		
Result for the year, profit (loss)	(6,846)	6,962
Distribution		
Retained earnings (negative results of previous years)	(6,846)	6,962

16. Suppliers and payable accounts

At 31 December this heading breaks down as follows:

(thousand euro)	2010	2009
Trade suppliers and creditors	158,684	112,149
Accounts payable to related parties (Note 31)	52,208	14,712
Other taxes and Social Security payable	14,459	14,940
Other accounts payable	3,802	9,300
	229,153	**151,101**
Less non-current portion	-	514
	229,153	**150,587**

Other taxes and Social Security payable include VAT payable, Social Security contributions and tax withholdings.

The balances payable are in the following currencies:

(thousand euro)	2010	2009
Mexican Peso	24,442	12,945
Nuevo sol	29,411	15,598
US dollar	77,597	80,691
Euro	47,340	6,306
Bolivar fuerte	10,960	17,401
Baht	19,299	8,796
Colombian Peso	16,024	6,116
Other currencies	4,080	3,248
	229,153	**151,101**

17. Borrowings

The details at December 31 are the following:

(thousand euro)	2010	2009
Non-current		
Loans with credit institutions	56,608	64,116
Finance lease liabilities	28,591	24,628
Documents payable (bank promissory notes for purchase of fixed assets)	10,824	4,080
Other payables	52	-
	96,075	92,824
Current		
Loans with credit institutions	69,096	54,157
Finance lease liabilities	8,470	8,842
Documents payable (bank promissory notes for purchase of fixed assets)	2,734	3,650
Other payables	194	-
	80,494	66,649
Total borrowings	**176,569**	**159,473**

In accordance with Note 2.14 the debt's book value is presented net of transaction costs. At December 31, 2010 a figure of 1,104 thousand euros (2009: 1,382 thousand euros) for commissions pending transfer to results relating to the granting of the syndicated loan referred to above reduces the balance of loans with credit institutions.

At December 31, 2010 the undrawn limit on short term lines of credit amounts to 64,340 thousand euros (2009: 42,164 thousand euros).

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2010

At December 31, 2010 and 2009 the exposure of the Group's borrowings to interest rate fluctuations (see Note 3.1.b) and the contractual dates on which prices are reviewed are as follows:

(thousand euro)	From 0 to 6 months	Fixed rate	Total
Total borrowings			
At December 31, 2009	82,190	77,283	159,473
At December 31, 2010	118,399	58,170	176,569

The maturity of the book amount (amortised cost) of non-current is as follows:

(thousand euro)	2011	2012-2014	2015 onwards	Total
At December 31, 2009				
Loans with credit institutions	28,257	35,859	-	64,116
Finance lease liabilities	9,235	14,481	912	24,628
Documents payable (bank promissory notes for purchase of fixed assets)	2,097	1,983	-	4,080
	39,589	**52,323**	**912**	**92,824**

(thousand euro)	2012	2013-2015	2016 onwards	Total
At December 31, 2010				
Loans with credit institutions	24,161	31,546	901	56,608
Finance lease liabilities	12,678	13,061	2,852	28,591
Documents payable (bank promissory notes for purchase of fixed assets)	3,317	6,285	1,222	10,824
Other payables	52	-	-	52
	40,208	**50,892**	**4,975**	**96,075**

The effective rates of interest applicable at the end of the year were the following, according to the currency of the borrowing:

(%)	US$	Mex. pesos	Bolivars	Nuevo Sol	Other
At December 31, 2009					
Loans with credit institutions	3.73%	7.43%	19.08%	4.88%	9.00%
Finance leases	8.62%	-	-	8.61%	7.13%
Documents payable	4.29%	-	-	7.85%	6.07%
At December 31, 2010					
Loans with credit institutions	3.80%	7.5%	19.00%	4.74%	7.85%
Finance leases	6.68%	-	-	8.45%	5.41%
Documents payable	6.2%	-	-	6.9%	-

The carrying values and their corresponding fair values at December 31, 2010 and 2009 are as follows:

(thousand euro)	Book value	Fair value
At December 31, 2009		
Loans with credit institutions	118,273	117,008
Finance leases	33,470	30,986
Documents payable	7,730	7,730
	159,473	**155,724**
At December 31, 2010		
Loans with credit institutions	125,704	116,399
Finance lease liabilities	37,061	33,886
Documents payable	13,558	13,358
Other payables	246	246
	176,569	**163,889**

The carrying value of the Group's borrowings at December 31, 2010 and 2009 is denominated in the following currencies:

(thousand euro)	2010	2009
US dollar	70,927	74,800
Mexican Peso	22,596	27,927
Bolivar fuerte	15,696	30,952
Quetzal	2,829	1,162
Nuevo sol	36,148	16,519
Baht	14,354	4,449
Colombian Peso	12,282	1,860
Other currencies	1,737	1,804
	176,569	**159,473**

Finance lease debts may be analysed as follows:

(thousand euro)	2010	2009
Finance lease liabilities: minimum lease payments:		
Less than one year	12,959	11,456
Between 1 and 5 years	29,708	27,534
More than 5 years	-	983
	42,667	39,973
Future financial charges under finance leases	(5,606)	(6,503)
Current value of liabilities under finance leases	**37,061**	**33,470**

In accordance with the contractual terms of the long term bank loans the Group is obliged to comply with certain covenants, including compliance with the following ratios, determined on the basis of the Group's consolidated financial statements and the individual financial statements presented under local accounting regulations:

	Ajeper, S.A.	Ajegroup, S.A. de C.V.	Ajethai Co. Ltd.y Ayacucho Performas Co.Ltd.	ATIC (consolidated)
Debt affected, in thousand euros, at 31.12.2009	**15,032**	**58,642**	**-**	**58,642**
Debt coverage 1	<2.5	<3.75	-	<3.25
Interest coverage 2	>3.2	>2	-	>2.5
Direct liabilities / Equity	<1.75	-	-	-
Current assets / Direct current liabilities	>1.25	-	-	-
Debt service coverage 3	>1.5	-	-	-
Equity	-	>778 MX$	-	>56 million €
Debt affected, in thousand euros, at 31.12.2010	**21,527**	**47,760**	**11,267**	**47,760**
Debt coverage 1	<2.5	<3.50	-	<2.75
Interest coverage 2	>3.2	>2.5	-	>3
Direct liabilities / Equity	<2	-	<2	-
Current assets / Direct current liabilities	>0.8	-	-	-
Debt service coverage 3	>1.0	-	>1	-
4				

1) Liabilities with interest / EBITDA (results prior to interest, taxes, depreciation and repayment).

2) EBITDA / Interest costs

3) EBITDA / (Interest costs + repayment of debt). For Thai subsidiaries, the ratio must be higher than 3 in the event that dividends are paid.

Breach of the contractual covenants entitles the financial institutions to seek the early reimbursement of the amounts pending.

The Group did not comply with some of the financial obligations applicable to the leaseback contract with Ajeper, S.A., the balance being 15,032 thousand euros at the year end, on the measurement dates of June 30, 2009, September 30, 2009 and December 30, 2009. The Group also failed to comply with certain formal obligations laid down in the syndicated loan with Ajegroup, S.A. de C.V. which reflected a balance of 58,642 thousand euros at the year end. The appropriate waivers were obtained from the financial institutions, and hence on December 31, 2009 the said balances are classified according to their original contractual maturities, basically as non-current liabilities.

At December 31, 2010 the company did not comply with the financial obligations of the following agreements;

- Leaseback contract and other loans from Ajeper, S. A. amounting to 8,516 thousand euros. In this respect, the financial institution has granted to the Company the waiver required for compliance at December 31, 2010, and therefore the amounts due at that date are presented in the financial statements in accordance with their original maturities, mainly long term.

- Loan to Ajethai Co. Ltd. of 3,143 thousand euros which includes a current portion of 251 thousand euros and a long-term component of 2,891 thousand euros. Since the company was unable to comply with the condition of maintaining a debt-equity ratio of under 2 and no waiver was received from the financial institution before the date of the balance sheet, the long-term position is presented at the end of 2010 under current liabilities.

Main financing operations

1. Ajegroup, S.A. de C.V

Ajegroup, S.A. de C.V. signed a loan agreement with Citibank, Banamex, Rabobank and other financial institutions on February 7, 2008 in the form of a syndicated loan. On January 22, 2010 changes were made to some of the original provisions of the loan under a contract of "Consent, waiver and amendment". The loan was guaranteed by ATIC, Ajeven, C.A, Ajegroup Belgium, S.A., Ajeper, S.A., Ajemaya, S.A., Ajecolombia, S.A., Ajemex, S.A. de C.V., Cocentro, S.A. de C.V. and Inmobiliaria Alpamayo, S.A. de C.V.

The amount of the loan was 50 million US dollars (USD$) and 671.4 million Mexican pesos (MX$), divided into two tranches:

USD$ 50 million and MX$ 516.4 million payable in 5 years, with six-monthly repayments of variable repayment percentage during the loan. These resources were used to pre-pay the existing debts of Ajemex, S.A. de C.V. and Alpamayo, S.A. de C.V, (subsidiaries of Ajegroup, S.A. de C.V.) to banks and to machinery suppliers falling due in the short term.

MX$ 155 million payable at 3 years, with a single payment at the end of the period. The resources were used as working capital.

The rate of interest applicable to the loan depends on the “Debt / Ebitda” indicator of Ajegroup, S.A. de C.V. and dependent companies; if the indicator is greater than 3 the rate is Libor or TIEE+350 base points (Libor being applicable to the US dollar tranche, and TIIE applicable to the debt in Mexican pesos), and if it is less it will be +250.

The loan is secured by: 1) non-possessory pledge of current assets, 2) irrevocable fiduciary guarantee on fixed assets and properties and 3) pledge on the shares of Grupo Embotellador Atic, S.L. and subsidiaries, referred to at the beginning of this Note.

A series of restrictions on the financing, investment and other activities of the Group was also imposed which included:

Making investments in fixed assets above certain amounts, if the “Debt / Ebitda” indicator of the consolidated groups of Ajegroup, S.A. de C.V. and ATIC is over 3 and 2.5 respectively.

- Raise additional funding if the ratios or covenants laid down in the Loan Agreement are exceeded.

- Provide bank guarantees, mortgages, pledges or other security, other than those necessary in the normal course of business, those relating to taxes or other government charges, or those related to the obtaining of finance, if in the latter case the market value of the assets mortgaged or pledged exceeds 10 million US dollars.

- Carry out corporate operations which involve loss of control over or the disappearance of any subsidiary or of substantially all of the business or assets of any subsidiary.

- Dispose by direct or indirect sale, lease or other means of assets other than stocks for an aggregate amount in excess of 5 million US dollars.

- Declare or pay any dividend, separate assets, or permit the purchase, redemption, withdrawal or other acquisition of any share capital, or make or permit any other distribution, whether in cash or kind.

- Make any disposal, loan credit, capital contribution, acquisition of capital securities, bonds, promissory notes, debentures or other debt instruments except for:

  - o Trade credits in the normal course of business
  - o Investments equivalent to cash
  - o Investments in subsidiaries completely controlled by the Group

- Carry out operations with related parties not in the normal course of business and not at arm's length

- Carry on business activities other than those carried on at present.

- Carry out sale/leaseback operations.

- Enter into swap agreements other than those required by the syndicated loan agreement, or unless that are entered into with a view to protecting against fluctuations in interest rates, exchange rates or raw materials necessary for the production of goods and they are concluded in the ordinary course of the Group's business. - The terms and conditions of such swap agreements will also be subject to the prior written consent of the administrative agent of the syndicated loan.

The syndicated loan was repaid in advance in full after the year end (Note 33.1.).

2. Ajeper, S.A.

Ajeper, S.A. signed a sale and leaseback contract with Banco Internacional del Perú on June 30, 2008 over the property, machinery and equipment making up the subsidiary's beer plant. The amount of finance granted was USD$ 27.2 million, and the purpose of the funds was to reorganise the short term credits of Ajeper, S.A. with various credit institutions in such a way as to permit the subsidiary to balance its cash flow generation with the payment of the debt.

The term of the credit is 60 months, with a period of grace for repayment of the principal of 6 months from June 30, 2008. The agreed interest rate is 8.75% a year.

The contract is secured by the assets of the beer plant and by a promissory note signed in favour of the creditor loan and by a pledge or chattel mortgage agreement in favour of the creditor over all of the distinctive signs entered in the Intellectual Property Register of Peru identifying beers, malt beers and neighbouring products made in the production unit of the brewery business.

This debt impose compliance with certain obligations including financial obligations referred to in the appropriate heading. These have been altered after the balance sheet date, as mentioned in Note 33.2.

During 2010 Ajeper, S.A. , signed a finance lease agreement with the same entity in the amount of 7,674 thousand nuevos soles (1,813 thousand euros) and a medium-term loan of 28,500 thousand nuevos soles (6,733 thousand euros), which carry the same financial obligations (covenants) and the same guarantees as the previous contract.

3. Ajethai Co. Ltd. and Ayacucho Preforms Co. Ltd.

On April 23, 2010 the Group's Thai subsidiaries signed loan contracts for 450 million baht (9 million euros) maturing 72 months from the date of availability of the funds; short term credit facilities for 60 million baht (1.2 million euros); and availability of documentary credit, trust receipt and importation guarantee letters for 440 million baht (9 million euros). The funds have been used to finance the widening of the bottling and preform production lines and business operations. The companies Ájethai Co. Ltd. and Ayacucho Preform Co. Ltd. contractually undertake to:

- Arrange mortgage guarantees on production plants and machinery for an aggregate sum of 1,400 million baht (28.5 million euros).

- Comply with the financial requirements or covenants indicated in the above table over the life of the loans.

These loans bear interest at an annual rate of the MLR -1,375% during the first two years following the initial drawdown, and the MLR -1.5% after that date. The loans have periodic maturities until 2016.

18. Deferred taxes

A breakdown of deferred tax assets and liabilities is as follows:

(thousand euro)	2010	2009	2008
Deferred tax asset			
Deferred tax assets to be recovered in more than 12 months	5,719	1,053	2,937
Deferred tax assets to be recovered in 12 months or less	9,665	8,715	849
	15,384	**9,768**	**3,786**

(thousand euro)	2010	2009	2008
Deferred tax liabilities			
Deferred tax assets to be recovered in more than 12 months	(10,145)	(10,440)	(8,409)
Deferred tax assets to be recovered in 12 months or less	(4,272)	(3,579)	(4,360)
	(14,417)	**(14,019)**	**(12,769)**
Net deferred tax	**967**	**(4,251)**	**(8,983)**

The movement in the deferred tax accounts is as follows:

(thousand euro)	2010	2009
Opening balance	**(4,251)**	**(8,983)**
Translation differences	(35)	(658)
Monetary restatement	(676)	(4,680)
Credit to the income statement (Note 26)	5,929	10,070
	967	**(4,251)**

Movements of deferred tax assets and liabilities in 2010 and 2009, without taking into consideration the offsetting of balances involving the same tax jurisdiction and company, are as follows:

					Thousand euros
Deferred tax liabilities	**Fixed assets**	**Inventories**	**Accounts receivable**	**Other**	**Total**
At January 1, 2009	**6,484**	**5,288**	**451**	**2,351**	**14,574**
Debited/(credited) to results	2,760	(1,063)	(56)	(866)	**775**
Translation differences and monetary restatement.	3,769	153	-	(62)	**3,860**
Balance at 31 December 2009	**13,013**	**4,378**	**395**	**1,423**	**19,209**
Balance at 01 January 2010	**13,013**	**4,378**	**395**	**1,423**	**19,209**
(Debit)/credit to the income statement	(263)	(1,687)	1,178	(53)	(825)
Translation differences and monetary restatement.	(99)	644	(358)	585	772
At December 31, 2010	**12,651**	**3,335**	**1,215**	**1,955**	**19,156**

	Fixed assets	**Tax credits for losses**	**Provisions and expenses accrued**	**Accounts payable**	**Inventories**	**Dividend tax credit**	**Other**	**Total**
Deferred tax assets								
At January 1, 2009	**2,061**	**1,024**	**1,232**	**796**	**-**	**-**	**478**	**5,591**
Debited/(credited) to income statement	(700)	(418)	1,374	1,092	939	7,965	461	**10,713**
Translation differences and monetary restatement.	(1,286)	(30)	123	50	(204)	-	1	**(1,346)**
Balance at December 31, 2009	**75**	**576**	**2,729**	**1,938**	**735**	**7,965**	**940**	**14,958**
Balance at January 1, 2010	**75**	**576**	**2,729**	**1,938**	**735**	**7,965**	**940**	**14,958**
Debited/(credited) to income statement	431	4,702	(564)	(1,361)	(578)	1,090	1,385	5,105
Translation differences and monetary restatement.	-	95	512	88	604	.	(1,239)	60
At December 31, 2010	**506**	**5,373**	**2,677**	**665**	**761**	**9,055**	**1,086**	**20,123**

Temporary differences in fixed assets are due principally to the revaluations carried out on certain items and to differences between useful lives for accounting and tax purposes. Differences in stocks are basically due to the tax treatment of the cost of inventories in different countries, which allow them to be imputed to results for tax purposes at the time of purchase, instead of when they are taken to results for accounting purposes.

The tax credit on the distribution of dividends is recognised for profits pending distribution at the end of the year in the Maltese subsidiary Acava, Ltd. The Group is entitled to recover this credit in 2011 once the tax on profits in the said jurisdiction has been settled (Note 26) and payment of dividends by the subsidiary has been ordered. To the extent that managers consider that the Group has both the intention as the capacity to undertake the necessary activities, a deduction is recorded at the year end as a deferred tax asset until the dividend payment is agreed, which normally occurs in the year following the one in which the profits are made by the subsidiary. Thus, the amount recorded as a deduction in 2009, amounting to 7,965 thousand euros, is part of the tax asset relating to current profits for 2010, which has been paid by the Maltese authorities in September 2011. At December 31, 2010 a credit relating to 2010 has been recorded in the amount of 9,055 thousand euros, which is expected to be received during 2012.

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2010

Deferred tax assets for tax loss carry forwards are recognised to the extent that the corresponding tax benefit will probably be realised by way of future tax benefits. At December 31, 2010 the Group had recorded credits for tax loss carryforwards arising basically from losses incurred by the parent company, Mexico, Colombia, Nicaragua and Venezuela (2009; in subsidiaries in Mexico and Colombia) which will expire in the following years:

(thousand euro)	2010	2009	2008
Expiry:			
2011	285	52	-
2016	-	286	1,024
2017	340	-	-
2020	390	-	-
2025	3,597	-	-
No limit	761	238	-
	5,373	**576**	**1,024**

The Group has not recognised deferred tax assets (see Note 4.1) for 881 thousand euros (2009: 600 thousand euros) in respect of losses totalling 2,935 thousand euros (2009: 2,252 thousand euros), maturing in 2011 and 2012 (2009: 2010 and 2011) The non-recognised assets mainly relate to subsidiaries in Central America.

Deferred tax liabilities in the amount of 3,384 thousand euros (2009: 3,384 thousand euros) deriving from the difference between the carrying value of the investments in subsidiaries and their tax value recognised in equity (see Note 15) have not been recognised due to the fact that the parent Company is able to control the time of reversion of the temporary difference and the difference will probably not reverse in the foreseeable future.

Provisions and other liabilities

Details and movements at December 31 are as follows:

(thousand euro)	Employee benefits (Nota 2.1.6)	Legal and other contingencies	Total
At January 1, 2009	**606**	**841**	**1,447**
Charge to income statement:			
– Additional provisions	1,687	3,552	**5,239**
- Reversals	-	(167)	**(167)**
- Utilised	(233)	-	**(233)**
Monetary restatement	-	(11)	**(11)**
Translation differences	(333)	(4)	**(337)**
At December 31, 2009	**1,727**	**4,211**	**5,938**
at January 1, 2010	**1,727**	**4,211**	**5,938**
Charge to income statement:			
– Additional provisions	884	2,229	**3,113**
- Reversals	-	(805)	**(805)**
- Utilised	(119)	(1,818)	**(1,937)**
Translation differences	18	(150)	**(132)**
At December 31, 2010	**2,510**	**3,667**	**6,177**

(thousand euro)	2010	2009	2008
Non-current	1,185	262	408
Current	4,992	5,676	1,039
Closing balance	**6,177**	**5,938**	**1,447**

At December 31, 2010 Legal contingencies and other basically records the provision for 2,787 thousand euros (2009: 3,542 thousand euros) registered in relation to Excise Tax (Note 29.1).

19. Revenue

All ordinary income for the years ended December 31, 2010 and 2009 relate to sales of goods and services.

The distribution of sales of goods by geographical market is the following:

(thousand euro)	2010	2009
Mexico	253,488	238,230
Peru	166,108	136,972
Colombia	138,390	93,705
Thailand	120,817	93,733
Venezuela	105,256	146,008
Ecuador	50,852	41,458
Guatemala	39,298	22,918
Honduras	4,685	4,153
Costa Rica	12,095	9,396
Nicaragua	13,116	10,786
El Salvador	2,908	2,615
Panama	434	-
	907,447	**799,974**

The distribution of sales of goods by lines of business is the following:

(thousand euro)	2010	2009
Soft drinks and juices	866,841	757,645
Beer	14,537	20,322
Water	24,974	18,903
Others (milk products, Alcopops, Snacks)	762	3,104
	907,114	**799,974**

The distribution of services is the following:

(thousand euro)	2010	2009
Spain	241	-
Mexico	19	-
Peru	73	-
	333	**-**

20. Expenses by nature

The breakdown of expenses by nature for 2009 and 2010 is as follows:

(thousand euro)	2010	2009
Amortization and depreciation (Notes 5 and 6)	27,583	22,707
Staff costs (Note 22)	93,527	88,333
Raw materials and consumables used	489,673	430,684
Transport	67,138	61,027
Advertising costs	40,472	18,283
Board of directors fees / remuneration (Note 31)	3,269	1,565
Impairment of receivables net of reversion (Note 9)	3,538	699
Professional services	14,963	11,085
Leases	16,101	13,350
Electricity	17,107	14,634
Other taxes	9,359	6,951
Travelling expenses	5,714	2,721
Other expenses	58,361	42,511
	846,805	**714,550**

These expenses have been classified as followed in the income statement:

(thousand euro)	2010	2009
Cost of sales	598,527	526,207
Selling expenses	165,923	113,487
Administrative expenses	82,355	74,856
	846,805	**714,550**

21. Staff costs

This heading breaks down as follows:

(thousand euro)	2010	2009
Wages and salaries	74,485	73,069
Severance pay	1,271	607
Third party administrative services	17,771	14,657
	93,527	**88,333**

Third party administrative services are paid to non-related companies which provide staff-related services to the Group companies.
The average number of employees by category is given below:

2009

	Men	Women	Total
Management	30	11	41
Administration	1,035	344	1,379
Sales	2,241	337	2,578
Production	2,910	108	3,018
Total	**6,216**	**800**	**7,016**

2010

	Men	Women	Total
Management	25	8	33
Administration	826	461	1,287
Sales	2,282	762	3,044
Production	2,821	502	3,323
Total	**5,954**	**1,733**	**7,687**

This figure includes both employees directly employed by the companies of the Group and those who provide services through employment agencies.

The board of directors has been made up entirely of men since the company was incorporated.

22. Operating leases

Minimum future payments for assets on non-cancellable operating leases at December 31, 2010 and 2009 are the following:

(thousand euro)	2010	2009
Less than 1 year	6,215	6,710
Between 1 and 5 years	8,971	4,207
	15,186	**10,917**

The Group basically leases machinery and distribution warehouses. The cost recognised in the income statement during 2010 for operating leases amounts to 16,101 thousand euros. (2009: 13,350 thousand euros).

23. Other operating income (expenses)

The details of this item for the years ended on December 31, 2010 and 2009 are as follows:

(thousand euro)	2010	2009
Profit on sale of fixed assets	1,800	273
Loss for decreases of intangible fixed assets	-	(952)
Other income	349	278
Loss for the year and impairment of available-for-sale financial assets (Note 8)	(1,431)	(1,118)
Other expenses	-	(1,024)
	718	**(2,543)**

24. Net financial expenses

This heading breaks down as follows:

(thousand euro)	2010	2009
Financial expenses:		
Interest on loans with credit institutions	(15,034)	(18,093)
Bank fee expense	(1,472)	(2,196)
Total	(16,506)	(20,289)
Net profits/(losses) on foreign currency transactions	(13,298)	5,846
Net profit/(loss) on derivative financial instruments (Note 11)	849	(361)
Finance costs	**(28,955)**	**(14,804)**
Interest income:		
Investments in ICCS or FIS bonds (Note 8)	53	892
Miscellaneous debtors	612	1,140
Total	665	2,032
Monetary earnings for the year (Monetary restatement)	3,669	5,634
Finance income	**4,334**	**7,666**
Financial result	**(24,621)**	**(7,138)**

25. Corporate income tax

(thousand euro)	2010	2009
Current tax	(14,272)	(26,242)
Deferred tax (Note 18)	5,929	10,070
	(8,343)	**(16,172)**

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to the consolidated companies' profits as follows:

(thousand euro)	2010	2009
Pre-tax profit (loss)	**36,739**	**75,743**
Tax calculated at national tax rates applicable to profits in the respective countries	(11,425)	(22,367)
Result free of taxes	2,139	945
Expenses not deductible for tax purposes	(6,917)	(4,044)
Losses for which a deferred tax asset has not been recognised	-	(89)
Use of losses not previously recognised	782	2,325
Other charges analogous to corporation income tax	(3,440)	(1,960)
Tax profits	10,982	8,906
Revaluation of deferred taxes	(464)	112
Tax expense	**(8,343)**	**(16,172)**

The weighted average tax rate applicable in 2010 was 31% (2009: 30%). The variation is due to the greater participation in the consolidated results generated in the year of subsidiaries with higher tax rates.

In 2010, tax benefits mainly relate to the tax credit relating to the payment of dividends, amounting to 9,055 thousand euros (2009: 7,965 thousand euros) recorded by Aeonia Ltd. (Note 18)

Other charges analogous to corporate income tax contain basically non-recoverable withholdings made in certain countries on provisions of services charged by the Company.

The use of unrecognised losses is mainly for the tax losses in Costa Rica and Nicaragua not recognised in previous years.

Corporate income tax pending payment at December 31, 2010 amounts to 20,306 thousand euros (2009: 15,444 thousand euros). At December 31, 2010, 10,565 thousand euros are recognised as a non-current liability as this amount is payable in 2012 because there is a tax grace period in Malta associated with the commencement of activities in that country (2009: 9,708 thousand euros falling due in 2011). At December 31, 2010 there are also current tax assets amounting to 21,979 thousand euros (2009: 5,064 thousand euros). The amounts to be received or paid are made up of the current tax charge for the financial year net of any payments on account.

26. Net foreign exchange gains/(losses)

Exchange differences (charged)/credited in the income statement are included in their entirety in the financial results (Note 25).

27. Cash generated from operations

	Thousand euro	
	2010	2009
Profit for the year	**28,396**	**59,571**
Corporate income tax (Note 26)	8,343	16,172
Depreciation of property, plant and equipment (Note 5)	27,569	22,560
Amortisation of intangible assets (Note 6)	14	147
Profit/(loss) on disposals of tangible and intangible fixed assets (Note 24)	(1,800)	679
Losses on the sale and impairment of available-for-sale financial assets (Note 8 and 24)	1,431	1,118
Profit/(loss) on the fair value of derivative instruments (Note 25)	(849)	361
Net movements in provisions (Note 19)	371	5,715
Net movements in working capital provisions (Notes 9 and 10)	6,697	1,525
Interest expense (Note 25)	16,506	20,289
Interest revenue (Note 25)	(665)	(2,032)
Exchange gain/(loss) in foreign currency transactions (Note 25)	13,298	(5,846)
Monetary earnings for the year (Monetary restatement) (Note 25)	(3,669)	(5,634)
Variations in working capital (excluding the effects of the monetary restatement and exchange differences in consolidation):		
Inventories	11,146	(16,376)
Trade and other receivables	(57,048)	(23,087)
Trade and other payables	37,535	9,186
Cash generated from operations	**87,275**	**84,348**

In 2010 there have been acquisitions of property, plant and equipment with a cost of 6,850 thousand euros (2009: 12,667 thousand euros) through finance lease which do not affect the cash flow statement.

The acquisition the minority interest of Acava, Ltd. described in Note 31.a) has not affected the cash flow statement either.

28. Contingencies

As a result of the Group's business activities some of its subsidiaries are involved in administrative and judicial proceedings. These proceedings are not however significant for the consolidation nor are they contingencies which could cause significant damage to the equity of the Group. In addition, the Group has the following significant tax contingencies.

29.1. Excise Tax - Thailand

Between 2006 and June 2010, Ajethai Co. Ltd. (Ajethai) calculated the base for its Excise Tax (on sales of drinks) based on its own interpretation of Thai law. According to this interpretation it was possible to include certain manufacturing costs and the profit margin. Despite the calculation being approved in writing by the Department of Excise Tax (DET) this department subsequently changed its position and decided to apply the higher public sale price as the base for calculating this tax. The difference in the assessment of the price ex-factory has given rise to the disputes referred to below:

a) In 2008 and 2009 the Thai authorities carried out inspections of supporting documentation for the payment of the Excise Tax of Ajethai and raised assessments for the period September 2006 to December 2008 for a total balance payable of 527.70 million baht (13,212 thousand euros).

b) These assessments were appealed against before the competent administrative authority, which has rejected the appeal for years 2006 and 2007. In October 2010 the Company submitted a new appeal to a judicial authority (Central Tax Court). Both the administrative appeal for 2008 and the judicial appeal are pending resolution at the date of these consolidated financial statements.

The DET required the Group to restrict cash and make guarantee deposits for the appeals that had been filed totalling 239.84 million baht (6,005 thousand euros), which are disclosed under the heading Non-current trade debtors and accounts receivable at December 31, 2010 and 2009 (Note 9).

The directors, based on the opinion of their legal advisers, consider that the final result of these appeals will probably be partially in favour of the Group, and that the probable disbursement to which it is exposed at December 31, 2010 amounts to 111,34 million baht (2,788 thousand euros). The Group records this amount under Provisions for other liabilities and changes (Note 19).

The directors consider that as from September 2008 the Group is not exposed to additional liabilities because sales are made through the subsidiary Kola Real Trading, Co. Ltd. and therefore the applicable price ex-factory is the price agreed between this company and Ajethai. In addition, the directors consider that the DET will not apply penalties because the Group has acted in good faith and this is an area in which the Law is open to different interpretations.

At December 31, 2009 the likely disbursement and the corresponding provision were estimated at 170.62 million baht (4,272 thousand euros), including interest and penalties. The directors updated their estimate for 2010 so that it did not include the penalties, in view of the progress of the appeals and negotiations with the tax authorities.

d) The DET also ordered the Group that as from June 25 2010, on 535 millilitre bottles, it was to use a price of 8.18 baht as the Excise Tax calculation base. This is higher than the price used up to that time. On July 9, 2010 the Group filed an administrative appeal against this decision which has yet to be ruled on at the date of these consolidated financial statements. The amount of the additional tax which the Group has paid up to 31 December 2010 in accordance with the DET instructions totals 96.85 million baht (2,425 thousand euros). Based on the opinion of the Group's external advisers and the agreement that is expected to be reached with the DET, the directors consider that it is virtually certain that these amounts will be refunded.

The directors consider that the refund will take place at the same time as the settlement of the liabilities for 2006 and 2008, which will happen once the litigation referred to above has been resolved.

29.2. Differential non-resident withholdings - Mexico

During 2010 the Mexican tax administration (SAT) issued a final assessment report concerning a shortfall in non-resident withholdings for 2004, which has been appealed against by the Group. Financial years 2005 and 2006 are also being inspected by the SAT.

It is considered that the maximum amount that the Administration could claim if they maintain the same approach as in the 2004 assessment, including the year inspected and those open to inspection, would be approximately 40,500 thousand Mexican pesos (2,438 thousand euros).

The directors, based on the opinion of their tax advisors, feel it is likely that the resolution of this contingency will be partly unfavourable to the Group, and therefore a provision has been recorded for 8,362 thousand Mexican pesos (503 thousand euros) at December 31, 2010.

29.3. Tax Audit - Peru

As a result of the audit of Income Tax for fiscal year 2002, the Tax Administration issued to Ajeper, S. A. assessments setting out the liability due and penalties due to: (i) deductions not allowed; ii) failure to make payments on account; and (iii) related fines totalling approximately 10,602 thousand soles (2,820 thousand euros). The allegation that the company filed with the Tax Administration was rejected and therefore an appeal was filed with the Tax Court, which is currently being processed.

In this respect, the directors, based on the opinion of their legal advisors, consider that the final resolution of this process will be favourable to Group and therefore no provision has been set up in this respect at December 31, 2010.

29. Commitments

(a) Inventory purchase commitment

The subsidiary Ajeper, S.A. has assumed implied or formal commitments with farmers of deprived regions of Peru to acquire their peach harvests over 15 years at market prices if they comply with certain quality standards, for the production of the "Pulp" product. At the end of 2010 the Group has not made any peach purchases. At the year end the total purchases of peaches by Ajeper, S.A. from these and other suppliers, amounted to 7,793 tons, with a cost of 5,476 thousand soles (1,294 thousand euros).

On August 10, 2010 the Group signed a contract with Cervercería y Maltería La Calera S.A. (a company domiciled in Chile) under which this company is to provide barley malting services for a term of eight years as from September 2010. To this end, the Company will previously provide barley to the supplier so that it may supply the Company with 5,000 metric tonnes per year of malted barley. The price that the Group pays for this service is 173 US dollars per metric tonne. This contract replaced another concluded in June 2007 with the same company with an original term of 10 years, under which the Group undertook to acquire annual volumes that fluctuated between 9,000 and 18,000 metric tonnes, paying a price of between 84.93 and 106.79 US dollars per tonne. for the malting service.

On June 8, 2010 the Group signed a contract for the purchase of sugar for the production of soft drinks with Copersucar Trading A.V.V. (domiciled in Brazil). This contract provides for commitments concerning monthly purchases of sugar for a total of 26,703 metric tonnes between July 2010 and June 2011. To ensure payment of these purchases, the Company has delivered a standby letter of credit to the supplier issued by a local financial institution for 1,995 thousand US dollars (1,533 thousand euros), maturing in July 2011.

(b) Fixed asset purchase commitments

Investments undertaken at December 31, 2010 but not yet incurred amount to 19,212 thousand euros (2009: 16,838 thousand euros), mainly for plant and equipment under construction in Colombia, Thailand and Mexico.

30. Transactions with related-party

Transactions with related parties in 2010 and 2009 were as follows:

a) Purchase of goods and services

(thousand euro)	2010	2009
Other purchase transactions:		
- Purchase of a minority stake in Acava, Ltd.	38,971	-
- Acquisition of rights to use intangible assets	6,488	-
	45,459	**-**
Services received:		
- Services of directors	3,269	1,565
- Shareholders and companies controlled by the directors	1,214	-
	4,483	**1,565**

The services received from directors consist of the compensations referred to in Note 31.b)

In 2010 the Group acquired shares in the subsidiary Acava Limited corresponding to 9.42 % of its capital for 38,971 thousand euros, from Badto B. V, a company controlled by the same persons that control the Group (Note 14). This transaction has been recorded in the form specified in Note 1.2 .

Also in 2010, Grupo Embotellador ATIC, S.L. signed agreements with Galstaff B.V. , Duinsand B.V. , Ajenetherlands, B. V. , Rozeboom Beheer B.V. and Pellenaer, B.V. (Which are controlled by the same persons who control the Group or their direct relatives) with the aim of acquiring utilisation rights during 2010 for the intangible assets used in the preparation, production and marketing of the Group's products in Colombia, through a payment of 6,488 thousand euros. This amount has been recorded under Administration expenses in the consolidated income statement.

b) Remuneration of key management staff and directors

Salaries and other remuneration of senior management and directors in 2010 and 2009 was the following:

(thousand euro)	2010	2009
Directors	3,269	1,565
Senior management	899	972
	4,168	**2,537**

c) Closing balances

(thousand euro)	2010	2009
Accounts receivable from related parties (Note 9):		
- Directors	8,076	4,202
- Relatives of directors	220	1,086
- Companies controlled by the directors	2,197	2,446
Total	**10,493**	**7,734**
Accounts payable to related parties (Note 16):		
- Directors	4,964	7,890
- Companies controlled by the directors	47,244	6,822
Total	**52,208**	**14,712**

At December 31, 2010 the main amount due to companies controlled by the directors amounted to 38,971 thousand euros, originated by the acquisition of the minority holding of Acava, Ltd. (Note 31 a) The account does not generate any interest and is considered due and payable from the date of the transaction. The contract provides that, at the discretion of the acquiring company (Aeonia, Ltd.), this debt can be converted into shares of Aeonia Ltd. through the issuance and allocation of said actions in favour of the creditor Badto, B.V.

At December 31, 2010, this heading also contains the following items:

- A balance of 1,845 thousand euros which includes a loan with Ajenetherlands Cooeratief, U. A. which generates interest at 2.5 % and 5,489 thousand euros relating to patents payable to the owners of the Big-Cola trademark.

At December 31, 2009, debts with companies controlled by directors amounting to 1,409 thousand euros accrued interest at an annual rate of 3% and had short-term maturities. The rest of accounts payable and receivable did not accrue any interest or have any fixed maturity date.

The accounts payable to directors and their relatives are due, payable in the short term and do not pay interest.

At December 31, 2010 there are balances receivable from directors and directors' relatives for 8,272 thousand euros (2009: 5,289 thousand euros) for loans granted, of which 150 thousand euros bear interest and falls due in 2010. The remaining amount does not pay interest nor does it have fixed maturity.

e) Minority interests

The minority interest at December 31, 2010 and 2009 relates entirely to the persons who control the Group (Note 14) or their direct family members.

31. Other information

(a) a) Number of Group employees by category at year end:

	No. of persons employed at year end		
	Men	**Women**	**Total**
2009			
Management	30	12	42
Administration	1,082	359	1,441
Sales	2,463	341	2,804
Production	2,998	114	3,112
	6,573	**826**	**7,399**
2010			
Management	28	8	36
Administration	1,081	197	1,278
Sales	2,892	476	3,368
Production	2,857	497	3,354
	6,858	**1,178**	**8,036**

This figure includes both employees who are directly employed by companies of the Group and those who provide services by way of employment agencies (Note 22).

(b) Audit fees for group or associated companies

The fees accrued in 2010 for auditing the Group, carried out by the auditor and the various firms belonging to the auditor's network amount to 1,375 thousand euros (2009: 1,418 thousand euros). Fees accruing for other services during 2010 amounted to 982 thousand euros (2009: 1,012 thousand euros).

(c) Environmental disclosures

There are no contingencies relating to the protection or improvement of the environment, neither liabilities of an environmental nature nor subsidies received in that regard.

The Group has incurred the expenses contemplated in applicable regulations for the protection and improvement of the environment. Moreover there are no expenses deriving from risks or legal proceedings in progress or compensation or other costs for environmental measures.

(d) Directors' duty of loyalty

In compliance with Articles 229 and 230 of the Companies Act 2010, the directors state in Appendix II to the consolidated notes to the accounts the shares and the positions they hold in companies that engage in activities which are identical, analogous or complementary to the activity making up the objects of the Company or Group.

32. Events after the balance sheet date

33.1 Refinancing of debt in Mexico

On 6 July 2011, Grupo Embotellador Atic, S.L., Ajemex, S.A. de C.V. and Inmobiliaria Alpamayo, S.A. de C.V. signed a loan agreement with Coöperatieve Centrale Raiffeisen Boerenleenbank B.A. "Rabobank Nederland" New York Branch. The facility consists of two tranches:

Tranche A for 67 million US dollars to settle in full the syndicated loan arranged in 2008 between Ajegroup, SA de CV and a group of financial institutions led by Citibank (note 17.1).

Tranche B for 33 million US dollars for investment in fixed assets and general corporate purposes that were provided to Grupo Embotellador ATIC, S.L.

The loan will be repaid every six months for five years and will have a grace period. The loan is not secured on any assets and is backed by a corporate guarantee granted by Atic and a group of its subsidiaries, which must represent at least 50% of the Group's revenues and 50% of its assets The main financial obligations determined on the basis of the consolidated group data include:

- Debt/EBITDA may not be greater than 2.85
- EBITDA / financial expense may not be less than 4.0
- Atic's equity may not be less than 90% of the equity recorded at December 31, 2010 valued in constant euros.

A series of restrictions on the financing, investment and other activities of the Group was also imposed which included:

- Raise additional financing to that existing at the date of the agreement for an aggregate amount exceeding 44 million US dollars.
- Provide bank guarantees, mortgages, pledges or guarantees other than those necessary in the ordinary course of business.
- Carry out corporate operations which involve loss of control over or the disappearance of any subsidiary or of substantially all of the business or assets of any subsidiary, excepting the Group's Thai and Maltese subsidiaries.
- Perform operations for the payment of dividends, purchase of own shares and other similar items (except for the payment of dividends by subsidiaries to ATIC).
- Carry out operations with related parties not in the normal course of business and not at arm's length
- Facilitate financial debt by Atic and its subsidiaries in favour of the companies Callpa Limitada, Acava Limited or any of its subsidiaries, for an amount exceeding 20 million US dollars.
- Secure or guarantee the financial debt of related parties, except for guarantees in favour of Callpa Limited or its subsidiaries, for amount less than 20 million US dollars.
- Carry on business activities other than those carried on at present.
- Make changes in the shareholding structure of the Group.

33.2 Amendment to Leaseback Contract of Ajeper S.A.

On August 17, 2011 Interbank approved the change in conditions for the financial obligations (covenants) laid down according to the medium term lease-back contract concluded in 2008 (Note 17.2).

Covenants in force since 2011:

Financial covenant:	2011	2012	2013
Debt service coverage [1]	>= 1.1	>= 1.1	>= 1.1
Liabilities/equity	<= 2.0	<= 2.0	<= 2.0
Debt/EBITDA	<= 3.5	<= 3.5	<= 3.5

[1] EBITDA / (Net interest expense + current portion of long-term debt)

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2010

APPENDIX I

a) Subsidiaries included within the consolidation scope

Company name	Registered office	% shareholding at 31/12/2010		Company owning holding	Consolidation reason	Activity	Date of acquisition of control
		Direct	Indirect				
Ajegroup, S.A. de C.V.	Puebla, Mexico	99,99%	-	Grupo Embotellador Atic, S.L.	a	2	27 September 2006
Ajemex, S.A. de C.V.	Mexico, D.F.	-	76,04%	Ajegroup S.A. de C.V.	a	1	28 December 2006
Cocentro, S.A. de C.V.	Puebla, Mexico	0,01%	99,99%	Ajegroup S.A. de C.V.	a	1	28 December 2006
Inmobiliaria Alpamayo, S.A. de C.V.	Puebla, Mexico	0,01%	99,99%	Ajegroup S.A. de C.V.	a	6	28 December 2006
Ajemex Consultores, S.A. de C.V.	D.F., Mexico	-	-	-	b	3	28 December 2006
Servicios Corporativos BC, S.A. de C.V.	D.F., Mexico	-	-	-	b	3	28 December 2006
Ajegroup Belgium, S.A.	Brussels, Belgium	99,99%	0,01%	Grupo Embotellador Atic S.L.	a	4	13 December 2006
Ajethai Co. Ltd.	Chomburi Province, Thailand	99,99%	-	Grupo Embotellador Atic S.L.	a	1	30 December 2006
Ayacucho Preforms Co. Ltd.	Chomburi Province, Thailand	99,99%	-	Grupo Embotellador Atic S.L.	a	1	11 October 2006
Kola Real Trading, Co. Ltd.	Chomburi Province, Thailand	99,74%	-	Grupo Embotellador Atic S.L.	a	1	28 July 2008
Ajemaya, S.A.	Amatitlan, Guatemala.	98,00%	2%	Grupo Embotellador Atic S.L./Inversiones Bucarest, S.A.	a	1	19 October 2006
Inversiones Bucarest, S.A.	Amatitlán, Guatemala	98,00%	2%	Grupo Embotellador Atic, S.L./Ajemaya, S.A.	a	5	19 October 2006
Acava, Limited	Valetta, Malta	99,99%	-	Grupo Embotellador Atic S.L./Aeonia, Ltd.	a	7	28 December 2006
Econored de Nicaragua, S. A.	Managua, Nicaragua	99,80%	-	Grupo Embotellador Atic S.L.	a	1	10 November 2006
BC Maya Sucursal en Nicaragua	Managua, Nicaragua	-	-	-	b	3	31 July 2007
Econored de Honduras, S. A.	Francisco Morazán, Honduras	99,96%	-	Grupo Embotellador Atic S.L.	a	1	03 November 2006

Ajehonduras, S.A.	Francisco Morazán, Honduras	-	-	-	b	3	12 November 2008
Econored El Salvador, S.A. de C.V.	San Salvador, El Salvador	99,96%	-	Grupo Embotellador Atic S.L.	a	1	19 October 2006
Ajecuador, S.A	Guayaquil, Ecuador.	99,98%	-	Grupo Embotellador Atic S.L.	a	1	16 November 2006
Ajecolombia, S.A.	Funza, Colombia.	94,90%	-	Grupo Embotellador Atic S.L.	a	1	30 August 2006
Ajeper, S. A.	Lima, Peru.	70,01%	-	Grupo Embotellador Atic S.L.	a	1	28 December 2006
Ajeper del Oriente, S.A.	Pucallpa, Peru.	32,87%	63,38%	Grupo Embotellador Atic S.L. / Ajeper, S.A.	a	1	27 December 2006
Econored BC de Costa Rica, S.A.	San José, Costa Rica	100%	-	Grupo Embotellador Atic S.L.	a	5	19 June 2006
Ajecen del Sur, S.A.	San José, Costa Rica	-	-	-	b	1	09 June 2006
BC Maya, S.A.	Amatitlán, Guatemala	-	-	-	b	3	31 July 2007
Ajeven, C.A.	Valencia, Venezuela	83,03%	-	Grupo Embotellador Atic, S.L.	a	1	17 October 2007
Teasel, S.à.r.l.	Luxemburg	100%	-	Grupo Embotellador Atic, S.L.	a	5	11 December 2006
Justpoint Investments, S.L.	Barcelona, Spain	-	100%	Teasel, S.à.r.l.	a	5	11 December 2006
Mandrake Investments, S.à.r.l.	Luxemburg	100%	-	Grupo Embotellador Atic, S.L	a	5	11 December 2006
Syringo, S.à.r.l.	Luxemburg	-	100%	Mandrake Investments, S.à.r.l.	a	5	11 December 2006
Ajelux Reinsurance, S.A.	Luxemburg	100%	-	Grupo Embotellador Atic, S.L.	a	5	07 May 2008
Servicios Corporativos de Venezuela, C.A.	Valencia, Venezuela	100%	-	Grupo Embotellador Atic, S.L.	a	5	28 December 2007
Ajechile, S.A.	Chile	99,99%	0,01%	Grupo Embotellador Atic, S.L.	a	5	18 March 2008
Global Shared Services S.A.C.	Lima, Peru	99,00%	-	Grupo Embotellador Atic, S.L.	a	3	02 May 2008
Ajebras Indústria e Comercio de bebidas, Ltda.	Sao Paulo, Brazil	99,99%	-	Grupo Embotellador Atic, S.L	a	1(*)	8 December 2009
Aeonia, Limited	Valetta, Malta	99,99%	-	Grupo Embotellador Atic, S.L	a	2(*)	18 June 2009
Econored de Panamá, S.A.	Panama	-	-	-	b	1(*)	20 August 2009

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2010

Company name	Registered office	% shareholding at 31/12/2010		Company owning holding	Consolidation reason	Activity	Date of acquisition of control
		Direct	Indirect				
Ajeprocesos, S.A.	Lima, Peru	99,67%	-	Grupo Embotellador Atic, S.L	a	1(*)	11 March 2009
Inversiones Huancayo, S.A.	Lima, Peru	90,58%	-	Grupo Embotellador Atic, S.L	a	5(*)	01 January 2009
1 Jan 2009 Comercializadora de la Amazonía, S.A.C	Tarapoto, Peru	99,99%	-	Grupo Embotellador Atic, S.L/Ajeper Del Oriente, S.A.	a	1(*)	27 April 2009
27 Apr 2009 El Álamo Export, S.A.C	Paita, Peru	99,57%	-	Ácava Limited	a	5(*)	13 August 2009
Organización General de Inversión, S.A. (OGISA)	Guatemala	100%	-	Ajemaya, S.A.	a	5	01 December 2010

Notes:

In accordance with article 155 of the Companies Act 2010, the Company has notified all companies in which it has more than a 10% shareholding either itself or by way of another subsidiary.

Grounds for consolidation:

a. The parent company holds a majority of voting rights.
b. The Group controls the company by way of the circumstances described in Note 4.2.a)

Activity:

(1) Area of activities of Drinks Production and Sale Business Group
(2) Holding of assets
(3) Provision of staff services (to the Group)
(4) Financial services
(5) Dormant companies
(6) Leasing of real estate (to the Group)
(7) Intellectual property management (including trademarks)

(*) Companies incorporated during 2009 or which started business in that year.

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2010

APPENDIX II

Equity holdings and positions in companies engaging in activities which are identical, analogous or complementary to that which makes up the objects of the Company or Group for FY 2010.

Company (a)	Mr. Álvaro Añaños		Mr. Angel Añaños		Mr. Arturo Añaños		Mr. Carlos Añaños (b)	
	Position	%	Position	Position	%	%	%	%
Ajethai	Director	0.00001	Director	0.00001	Director	0.00001	Director	0.00001
Ayacucho Preforms	Director	0.0001	Director	0.0001	Director	0.0001	Director	0.0001
Kola Real Trading	Director	-	Director	-	Director	-	Director	-
Ajeper	Director	6.81	Director	6.81	Director	6.81	Director	6.81
Ajeper del Oriente	Director	0.1875	Director	0.1875	Director	0.1875	Director	0.1875
Acava Limited	Director	-	Director	-	Director	-	Director	0,007
Ajeven	Director	4.00	Director	4.00	Director	4.00	Director	4.00
Ajecolombia	Director	1.275	Director	1.275	Director	1.275	Director	1.275
Econored El Salvador	Director	-	Director	-	Director	0.10	Director	-
Ajegroup Belgium	Director	-	Director	-	Director	-	Director	0,004
Econored de Nicaragua	Director	0.10	Director	-	Director	-	Director	-
BC Maya Sucursal Nicaragua	Director	-	Director	-	Director	-	Director	-
Econored de Honduras	Director	-	Director	-	Director	0.04	Director	-
Ajehonduras	Director	-	Director	50.00	Director	50.00	Director	-
Econored de Costa Rica	Director	-	Director	-	Director	-	Director	-
Ajecen del Sur	Director	24.00	Director	24.00	Director	24.00	Director	24.00
Ajegroup (México)	Director	-	Director	-	Director	-	Director	-
Ajemex	Director	-	Director	-	Director	-	Director	-
Inmobiliaria Alpamayo	Director	-	Director	-	Director	-	Director	-
Cocentro	Director	-	Director	-	Director	-	Director	-
Servicios Corporativos BC	Director	-	Director	50.00	Director	-	Director	50.00
Ajemex Consultores	Director	50.00	Director	-	Director	50.00	Director	-
Econored de Panamá	Director	25.00	Director	25.00	Director	25.00	Director	25.00
Ajecuador	Director	0.004	Director	0.004	Director	0.004	Director	0.004
Ajechile	Director	-	Director	-	Director	-	Director	-
BC Maya	Director	-	Director	80.00	Director	20.00	Director	-
Inversiones Bucarest	Director	-	Director	-	Director	-	Director	2.00
Ajeprocesos	Director	0.08	Director	0.08	Director	0.08	Director	0.08
Global Shared Services	Director	0.24	Director	0.24	Director	0.24	Director	0.24
Comercializador de la Amazonía	Director	-	Director	-	Director	-	Director	-
Inversiones Huancayo	Director	2.26	Director	2.26	Director	2.26	Director	2.26
Servicios Corporativos de Venezuela	Director	-	Director	-	Director	-	Director	-
Ajebras	Director	-	Director	-	Director	-	Director	0.01
Teasel	Director	-	Director	-	Director	-	Director	-
Justpoint Investment S.L.	Director	-	Director	-	Director	-	Director	-
Mandrake Investments	Director	-	Director	-	Director	-	Director	-
Syringo	Director	-	Director	-	Director	-	Director	-
Ajelux Reinsurance	Director	-	Director	-	Director	-	Director	-
El Alamo Export	Director	-	Director	-	Director	-	Director	-
Organización General de Inversión	Director	-	Director	-	Director	-	Director	0.20
Aeonia Limited	Director	-	Director	-	Director	-	Director	0,002
Ajemaya	Director	-	Director	-	Director	-	Director	1.00

(a) The companies' full business names and other details are set out in Appendix I.
(b) Mr. Carlos Añaños was a director of Grupo Embotellador Atic, S.L. until 18 February 2011.

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATED DIRECTORS' REPORT AT DECEMBER 31, 2010

In accordance with Article 262 of the Spanish Companies Act 2010, Legislative Royal Degree 1/2010, set out below are the differing issues affecting Grupo Embotellador ATIC, S.L. and subsidiaries (ATIC).

I. Economic Scenario

The economies of most countries recovered in 2010. This improvement was accompanied by the start of a marked rise in commodity prices and increased international liquidity. Countries reacted differently to this situation, driven mainly by internal demand in emerging economies. Developed countries, however, registered slower economic growth, contingent on their ability to sustain fiscal stimulus and monetary policies.

The uncertainty generated by fiscal problems in some Euro zone countries and the increase in international food and energy prices were risk factors that limited a more favourable performance of global economic activity. Latin American economies ended the year with a notable improvement in activity, fuelled by more dynamic consumption, investment and external demand.

The situation of the countries in which ATIC operates in Latin America and Asia is described below:

Mexico

In 2010 Mexico consolidated the process to revive activities which it began in the second half of 2009. The recovery of production levels resulted from the growth of the global economy, and in particular, by industrial activity in the USA. The USA provided a major boost to Mexican exports, which gradually filtered down into the components of internal expenditure. Real GDP in 2010 posted an annual increase of 5.5%, compared with the decline of 6.1% last year. This expansion led to the creation of significant formal employment in the economy, which exceeded the levels existing prior to the global downturn. Nonetheless, during the year the economy continued to underperform with respect to potential GDP, thereby avoiding demand pressures on prices. Within this context, annual inflation in 2010 was on average lower than that recorded in 2009, falling from 5.30% to 4.16%. The exchange rate tended to increase in a context where perception of the risk associated with the Mexican economy improved compared with other emerging economies. This improvement resulted from various economic policy actions, noteworthy of which was the tax consolidation effort, a prudent monetary policy, the accumulation of international reserves and the renewal of the Flexible Credit Line with the International Monetary Fund. From late 2009 to late 2010 the exchange rate was adjusted from 13.1 to 12.3 pesos per dollar. The Governing Board of the Bank of Mexico decided to maintain the target interbank interest rate at one day at 4.5% throughout 2010, the same level since 17 July 2009.

Peru

The simultaneous implementation of monetary and tax stimulus packages to face the international economic downturn enabled the Peruvian economy to register a positive performance in the fourth quarter of 2009. In 2010, within a more favourable international scenario and in an internal market driven by the optimistic expectations of private players, high growth rates were recorded, which pushed GDP to 8.8%, the gap between real and potential GDP closing during the year. The growth in GDP was driven by internal demand, that jumped to 12.8%. This was fuelled by both the recovery of private consumption and the expansion of private investment to levels similar to those prior to the international financial crisis. The contribution to growth of non-primary, labour intensive sectors such as construction and non-primary manufacturing, was particularly important owing to their positive effects on employment and income. In May 2010 the inflation rate returned to the target range of 1% to 3%. In September inflation stood at 2.4%, subsequently falling to 2.1% in December. The tax deficit was reduced from 1.6% to 0.5% of GDP in the period 2009 to 2010 basically due to the improvement in tax revenues. Against this backdrop of dynamic internal demand and the reversal of the economic cycle, the Central Bank commenced the preventive gradual withdrawal of the monetary stimulus in May, raising the reference interest rate and increasing the rate of reserves. In the period May to September, the reference rate was increased from a historical minimum of 1.25% to 3.0%. In the fourth quarter, there was a pause in this cycle of adjustments by the Central Bank, taking into account the development of inflation and its expectations in a scenario of growing uncertainty concerning global economic growth in light of the tax problems experienced by some Euro zone economies. The value of the new sol rose by 2.8% in nominal terms in 2010, from 2.887 to 2.807 sol per dollar.

Colombia

The Colombian economy recorded growth of 4.3% in 2010, an important recovery compared with the 1.5% recorded in 2009 in the midst of the international downturn. The increase in economic activity in 2010 was mainly driven by the dynamism of gross capital formation and household consumption, with annual increases of 11.0% and 4.3%, respectively, rates which had not been registered since 2007. Nonetheless, in the course of the year, economic growth was not consistent. During the first half of the year, the economy grew at an average rate of 4.5% largely as a result of the notable dynamism of government spending and investment in civil works. The rate of growth fell to 3.6% during the third quarter, due to the low level of investment growth in view of the decline in building construction and civil works and the effect of a severe cold wave which reduced production of certain basic agricultural products . The rise in household consumption in the third quarter, driven by the recovery of the labour market and the improvement in consumer confidence helped to offset the fall in other components of internal demand. The fourth quarter of the year saw economic activity recover to a rate of 4.6% which exceeded forecasts as a result of the strengthening of household consumption and the recovery of building construction and civil works which drove gross capital formation. Consumer inflation at the end of 2010 amounted to 3.17%, close to the 3% average of the target range defined by the Governing Board of the Bank of the Republic. The Bank's intervention rate, which stood at 3.5% early 2010 fell by 50 base points in April and remained at the historically low level of 3% throughout the year. In 2010 the value of the Colombian peso rose with respect to the dollar by 6.4%, after increasing by 8.9% in 2009.

Venezuela

CONSOLIDATED DIRECTORS' REPORT AT DECEMBER 31, 2010

GDP fell by 1.4% in 2010, less than the previous year's 3.3%. Electricity rationing, as a result of the drought in the first few months of the year, limited the production sector's expansion capacity. The economy subsequently started to show signs of recovery in response to the policies applied to mitigate the effects of the crisis and in particular, the increase in public spending and the increased dynamism of the currency offering. At the year end the national consumer price index recorded a year-on-year variation of 27.2%, 2.1% up on 2009. At the start of the year, the National Executive and Central Bank approved the adoption of a dual exchange rate arrangement (Bs/USD 2.60 and Bs/USD 4.30), which enabled currency demands to be differentiated between those of a priority nature and those for other purposes such as travel, remittances and external debt servicing, among others. Similarly, trading on the market of public securities denominated in foreign currency was suspended in order to avoid speculative movements in the exchange rate with the resulting inflationary impacts. The interest rate receivable by the Central Bank on its credit assistance operations, granted through discount, rediscount, advance and report arrangements stood at 29.5%.

Ecuador

The Ecuadorian economy grew by 3.6% in 2010, posting a notable recovery compared with the previous year's 0.4%. Recovery was mainly in internal demand. Household consumption recovered markedly to 4.9% after having declined to 0.7% in 2009. Gross fixed capital formation recovered to 7.9% after shrinking significantly in 2009. Imports grew by 9.0% and exports by 3.1% in 2010. Ecuadorian crude oil averaged 72 dollars a barrel in 2010, according to provisional figures, recovering by more than $19 compared with 2009, when the price fell sharply. Inflation ended 2010 at 3.3%.

Central America

The Central American economy grew by 3.7% in 2010, after having fallen by half a percentage point in 2009. The rate of recovery increased in 2010 thanks to the rise in internal demand in a scenario marked by the pursuit of expansive macroeconomic policies. Exports and remittances grew although the latter are still at levels lower than those prior to the crisis owing to the poor employment conditions in the USA. Inflation registered moderate increases (+5.8%) owing to the rise in petrol prices as from July 2010.

Thailand

Despite the various negative factors connected with the country's political environment, Thailand recorded annual GDP growth of 7.8%, fuelled by the rise in demand in the leading international markets and the notable recovery of internal demand. Inflation remained under control and stood at 3.2% in the year.

CONSOLIDATED DIRECTORS' REPORT AT DECEMBER 31, 2010

II. Economic report

ATIC, a multinational company the main activity of which is the bottling of drinks, has an important presence in Latin America and is beginning to expand in Asia. The company began in Peru in 1988 as a family business which bottled and marketed its own brand of carbonated drinks in the province of Ayacucho. The success of its products led the Añaños family to expand its business to other provinces in Peru, reaching Lima (the capital city) in 1997. In 1999 the Group identified the possibility of replicating its success in Peru in other countries and commenced its internationalisation process in Venezuela. Later, in 2000 operations started in Ecuador, in 2002 in Mexico, in 2004 in Central America, in 2006 in Thailand and in 2007 a plant was opened in Colombia. At the end of 2006 the company decided to consolidate operations creating the holding company Grupo Embotellador Atic, S.L. in Spain. Most of the shares of the Añaños family business were made over to this holding company. In 2009, Acava Ltd, a company incorporated in Malta and holding the Group's industrial property rights, started generating income on the collection of royalties.

The company's strategy is based on supplying quality products at a fair price to discerning customers, in particular to socio-economic groups D and E, creating a significant price difference in relation to the traditional players in the drinks market. At December 2006 ATIC sold 5 categories of products: carbonated drinks, bottled water, isotonics, nectars and alcopops. In 2007 ATIC launched two new categories: beers and citrus punch. In 2009 the Group began production and marketing of ready-to-drink tea. Market share varies between 3% and 50% depending on the category of product and country.

Financial highlights in 2010 include:

- The Group invoiced more than €907 million, generating EBITDA of €89 million on the basis of a diversified platform of revenues.

- Colombia and Thailand recorded sales amounting to €138 million and €121 million, respectively (15% and 13% of Group sales) , resulting in EBITDA without corporate charges of €22 million and €18 million, respectively.

- Carbonated drinks accounted for 69% of revenues, with a portfolio of 9 categories worldwide.

- €40 million was invested in marketing in order to strengthen the brand image

- Peru and Ecuador grew by 31% and 54%, respectively, in term of volume in the soft drinks category

- Central American countries, as a whole, recorded EBITDA of more than €8 million while the volume of sales grew by 43%.

- Mexico was affected by the low temperatures at the start of the year and the economic slow-down

III. Technical report

The success of the ATIC brands is based on a model of drinks sales using formulae obtained by way of scientific research, supported by close ties with suppliers, full staff commitment, the use of technology and the most modern and efficient procedures and a competitive vision to meet changing needs, tastes and preferences.

Firstly – for achieving quality – the scientific research of the development departments has been prioritised in the search for and improvement of formulae, tastes and essences. The objective is to explore on an ongoing basis innovative options attractive to the consumer and to update the brands already positioned with respect to the public's taste and in a scenario where consumers are increasingly complex, demanding and diverse.

Scientific research and product development make it possible to respond to and anticipate trends in drink consumption. ATIC therefore invests in measurement, control, monitoring and safety equipment which make it possible to consolidate its market position thanks to its ability to supply high quality products which build consumer confidence.

Resources are also invested to improve sugar treatment, resulting in a better refinement in less time and widening possible mixtures, consistency and tastes. As regards PET the cost efficiency focus is reinforced by the manufacture of preforms and tops, based on the work carried out to acquire the virgin resin at the best prices and guarantee its supply, the machinery and quality controls making it possible to use bottles which comply with the strictest rules on thermal capacity, hardness, shrinkage, light filtration, safety and hygiene. In the same way efforts have been made to reduce weight in grams of the preforms, the label area and height of the neck of the bottle in order to save on consumables and reduce costs.

In 2010 the 19 Grupo Embotellador Atic, S.L. plants produced 3.5 thousand million litres of drinks (annual percentage variation of 4%) and investments of approximately 88 million euros were made in fixed assets in line with current growth patterns.

IV. Employment report

TRAINING AND ENVIRONMENT

In 2010 resources were used and effort and investments made to give staff the skills they need to realise their full talent and creativity. For this reason co-operation agreements, instructor exchanges and training courses continued in the countries in which we have a presence. The content included material focused on both production needs and human development.

Thanks to these projects many members of ATIC have expanded their horizons growing alongside the company. Based on their experience, ability and leadership skills some were given new opportunities, improved their income and moved country as part of the Group's expansion.

In the area of employment satisfactory, performance is also linked to work safety, for which there are ongoing training programmes; emergency drills and particularly, preventive maintenance work.

In addition to the above, significant acquisitions were made of equipment, labelling and storage space for consumables in order to create a healthy, environmentally responsible, efficiently safe production environment, which comply with and even exceed applicable rules and regulations.

SOCIAL RESPONSIBILITY

"Social Responsibility" means the company participating in the identification of the social problems of the environment in which it operates and actively co-operating in dealing with them. In this regard, work continued on the treatment, use, handling and re-cycling of solid waste in all production plants and distribution centres of the Group. These programmes also generate employment, are of economic benefit to low income social groups and sectors and in particular, make an important contribution to caring for the environment.

ATIC's social programme includes the encouragement of an environmentally friendly culture, caring for water and protecting wildlife. Thousands of children take part each year in workshops and courses during the school holidays, receiving information and taking part in environmental protection activities.

Community assistance through donations in kind extends to a large number of care centres for adults, street children and persons with special needs who receive free products.

FUNDACIÓN EDUARDO Y MIRTHA AÑAÑOS A.C.

The Foundation is a non-profit making organisation which through social action seeks to offer more than just quality at a fair price for consumers. In this respect, conscious that education and quality training are indispensable for achieving social development the Foundation works tirelessly organising competitions, workshops and seminars, distributing tools such as leadership, excellence and technology which serve to promote intellectual development and nurture the potential of Latin American entrepreneurs. The workshops are supplemented by practical training, tests and work experience which help participants to see their dreams clearly, acquire the motivation to fight for them and somehow confront and overcome their fears and limitations.

Also thanks to the Foundation's support, computer education centres are maintained located in areas with limited resources which provide services to the community such as work training courses, use of software and communication technologies for children and adults and free internet Access.

V. Transactions with treasury shares

Neither the Company nor any of its subsidiaries has on closing or has carried out during the year any operations with treasury shares.

VI. Relevant events occurring after closing

The only significant facts or events, known of, occurring after the year end are those described in Note 33.

VII. Use of financial instruments

The Group' activities are exposed to diverse financial risks: liquidity risk, cash flow interest rate risk, market risk (including exchange rate risk and interest fair value risk) and credit risk. The Group's overall risk management programme, which began in 2008, centres on the uncertainty of the financial markets and seeks to minimise possible adverse effects on the Group's financial profitability. Since 2008 the Group has used derivatives to cover certain risks (see Note 3).

Risk management is controlled by ATIC management that identifies, evaluates and covers financial risks in close co-operation with the Group's operating units. ATIC management lays down guidelines for overall risk management and for specific areas such as exchange rate risk, interest rate risk and liquidity risk.

VIII. Principal risks and uncertainties and foreseeable development

Apart from the risks of a financial nature discussed above, no other uncertainties or significant risks are identified in the short term future.

PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AND CONSOLIDATED DIRECTORS' REPORT FOR 2010

The Board of Directors of Grupo Embotellador ATIC, S.L. and subsidiaries on December 18, 2011, in compliance with the requirements laid down in Article 253 of the Spanish Companies Act 2010 and Article 37 of the Commercial Code, prepares the consolidated financial statements and the consolidated directors' report for the year ended December 31, 2010, which consist of the attached documents which precede this document.

Mr. Alvaro Nivardo Añaños Jeri
Originally signed by Mr. Alvaro Nivardo Añaños Jeri

Mr. Arturo Fernando Añaños Jerí
Originally signed by Mr. Arturo Fernando Añaños Jerí

Mr. Angel Eduardo Añaños Jerí
Originally signed by Mr. Angel Eduardo Añaños Jerí

GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES

Audit Report, Consolidated Financial Statements and Directors' Report 2009

Free translation of the auditor's report on the consolidated annual accounts originally issued in Spanish. In the event of a discrepancy, the Spanish language version prevails.

AUDIT REPORT ON THE CONSOLIDATED ANNUAL ACCOUNTS

To the shareholders of Grupo Embotellador Atic, S.L.

1. We have audited the consolidated annual accounts of Grupo Embotellador Atic SL. (parent company) and subsidiaries (the Group), consisting of the consolidated balance sheet at 31 December 2009, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, the consolidated cash flow statement and the notes to the consolidated financial statements for the year then ended, the preparation of which is the responsibility of the directors of the parent company. Our responsibility is to express an opinion on the consolidated financial statements taken as a whole, based on the work performed in accordance with auditing standards generally accepted in Spain, which require the examination, on a test basis, of evidence supporting the consolidated annual accounts and an evaluation of their overall presentation, the accounting principles applied and the estimates made.

2. In accordance with Spanish Corporate Law, the parent company's Directors have presented, for comparative purposes only, for each item in the consolidated balance sheet, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated cash-flow statement and notes to the consolidated accounts, the corresponding amounts for the previous year as well as the amounts for 2009. Our opinion refers solely to the 2009 consolidated accounts. On February 15,2010 we issued our Audit Report on the 2008 consolidated accounts, in which we expressed a qualified opinion.

3. In our opinion, the accompanying consolidated annual accounts for 2009 present fairly, in all material respects, the financial position of Grupo Embotellador Atic, S.L. and its subsidiaries at December 31,2009 and the consolidated results of their operations, changes in consolidated equity and consolidated cash flows for the year then ended and contain all the information necessary for their interpretation and comprehension in accordance with International Financial Reporting Standards adopted by the European Union which are consistent with those applied in the previous year.

4. The accompanying consolidated Directors' Report for 2009 contains the explanations that the Parent Company's Directors consider relevant to the Group's position, the evolution of its business and other matters and does not form an integral part of the consolidated annual accounts. We have verified that the financial information contained in the aforementioned consolidated Directors' Report coincides with that of the consolidated annual accounts for 2009. Our work as auditors is limited to checking the consolidated Directors' Report within the scope already mentioned in this paragraph and it does not include a review of information other than that obtained from the consolidated Group companies' accounting records of Grupo Embotellador Atic S.L. and its subsidiaries.

PricewaterhouseCoopers Auditores, S.L.

Originally signed by Luis Sánchez Quintana
Audit Partner

23 December 2010

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GRUPO EMBOTELLADOR ATIC, S. L.
AND SUBSIDIARIES

Consolidated financial statements and Direct´s Report at December 31, 2009

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2009

CONSOLIDATED BALANCE SHEET
(In thousand euros)

		As at 31 December	
	Note	**2009**	**2008**
ASSETS			
Non-current assets			
Property, plant and equipment	**5**	260,107	211,294
Intangible assets	**6**	22	985
Deferred income tax assets	**18**	9,768	3,786
Available-for-sale financial assets	**8**	15,485	16,043
Trade and other receivables	**9**	4,562	5,357
		289,944	**237,465**
Current assets			
Inventories	**10**	92,870	77,621
Current tax assets	**26**	5,064	6,243
Trade and other receivables	**9**	72,626	48,570
Derivative financial instruments	**12**	40	1,161
Cash and cash equivalents	**13**	25,370	14,849
		195,970	**148,444**
Total assets		**485,914**	**385,909**

Notes 1 to 33 attached are an integral part of these consolidated financial statements

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2009

CONSOLIDATED BALANCE SHEET
(In thousand euros)

		As at 31, December	
	Note	**2009**	**2008**
EQUITY			
Equity attributable to the equity holders of the parent Company			
Share capital	**14**	9,866	9,866
Accumulated translation difference	**15**	903	(14,106)
Revaluation reserve	**15**	(1,329)	(909)
Retained earnings	**15**	93,154	36,296
Total equity holders of the parent Company		102,594	31,147
Minority interest	**31**	34,697	27,243
Total equity		**137,291**	**58,390**
LIABILITIES			
Non-current liabilities			
Borrowings	**17**	92,824	108,959
Deferred income tax liabilities	**18**	13,242	12,123
Other long-term liabilities	**16**	514	2,706
Derivative financial instruments	**12**	-	1,314
Current tax liabilities	**26**	9,708	-
Provisions for liabilities and charges	**19**	2,852	2,562
		119,140	**127,664**
Current liabilities			
Trade and other payables	**16**	150,587	138,753
Current income tax liabilities	**26**	5,736	1,486
Borrowings	**17**	66,649	58,334
Derivative financial instruments	**12**	835	243
Provisions for liabilities and charges	**19**	5,676	1,039
		229,483	**199,855**
Total liabilities		**348,623**	**327,519**
Total equity and liabilities		**485,914**	**385,909**

Notes 1 to 33 attached are an integral part of these consolidated financial statements

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2009

CONSOLIDATED INCOME STATEMENT
(In thousand euros)

		Year ended December 31	
	Note	**2009**	**2008**
Revenue	**20**	799,974	708,164
Cost of sales	**21**	(526,351)	(447,493)
Gross profit		**273,623**	**260,671**
Selling expenses	**21**	(113,506)	(123,146)
Administrative expenses	**21**	(74,923)	(85,495)
Other operating income (expenses)	**24**	(2,543)	(2,672)
Operating profit		**82,651**	**49,358**
Finance costs	**25**	(14,804)	(34,037)
Finance income	**25**	7,666	2,292
Profit before income tax		**75,513**	**17,613**
Income tax expense	**26**	(16,103)	(7,538)
Profit for the year		**59,410**	**10,075**
Profit attributable to:			
Equity holders of the parent Company		56,139	6,645
Minority interest		3,271	3,430
		59,410	**10,075**

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2009

Notes 1 to 33 attached are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(In thousand euros)

	Note	Year ended December 31	
		2009	**2008**
Profit for the year		**59,410**	**10,075**
Other comprehensive income:			
Gross profit in fair value of financial assets held for sale	8	69	6,147
Currency translation differences		4,235	(10,257)
Other comprehensive income for the year, net of tax		**4,304**	**(4,110)**
Total comprehensive income for the year		**63,714**	**5,965**
Attributable to:			
Equity holders of the parent Company		59,292	2,391
Minority interest		4,422	3,574
Total comprehensive income for the year		**63,714**	**5,965**

Notes 1 to 33 attached are an integral part of these consolidated financial statements

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2009

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(In thousand euros)

		Attributable to equity holders of the parent Company						
	Notes	**Share capital (Note 14)**	**Share capital in progress (Note 14)**	**Accumulated translation difference**	**Revaluation reserves (Note 15)**	**Retained earnings (Note 15)**	**Minority interests (Note 15)**	**Total equity**
Balance as at 1 January 2008		**8,145**	**1,721**	**(5,995)**	**(4,766)**	**28,561**	**24,759**	**52,425**
Other comprehensive income for the year 2008		-	-	(8,111)	3,857	-	144	**(4,110)**
Profit for the year 2008		-	-	-	-	6,645	3,430	**10,075**
Total comprehensive income for the year		**-**	**-**	**(8,111)**	**3,857**	**6,645**	**3,574**	**5,965**
Transactions with minority interests	**1.2**	-	-	-	-	1,090	(1,090)	**-**
Share capital increase	**14**	1,721	(1,721)	-	-	-	-	**-**
Balance as at December 31, 2008		**9,866**	**-**	**(14,106)**	**(909)**	**36,296**	**27,243**	**58,390**
Other comprehensive income for the year 2009		-	-	3,115	37	-	1,152	**4,304**
Profits of 2009		-	-	-	-	56,139	3,271	**59,410**
Total comprehensive income for the year		**-**	**-**	**3,115**	**37**	**56,139**	**4,423**	**63,714**
Transactions with minority interests	**1.2**	-	-	140	(91)	719	(652)	**116**
Monetary restatement	**1.3**	-	-	11,754	(366)	-	3,683	**15,071**
Balance as at December 31, 2009		**9,866**	**-**	**903**	**(1,329)**	**93,154**	**34,697**	**137,291**

Notes 1 to 33 attached are an integral part of these consolidated financial statements

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2009

CONSOLIDATED STATEMENT OF CASH FLOWS
(In thousand euros)

		Year ended December,31	
	Notes	**2009**	**2008**
Cash flows from operating activities			
Cash generated from operations	28	84,348	58,414
Income taxes paid		(11,036)	(11,339)
Net cash inflow from operating activities		**73.312**	**47.075**
Cash flows from investing activities			
Purchases of property, plant and equipment	5,28	(48,158)	(52,667)
Proceeds from sale of property, plant and equipment	5,24	1,539	759
Purchases of intangible assets investments	6	(74)	(970)
Purchases of available-for-sale financial assets	8	(262)	(1,568)
Purchases of financial assets at fair value through profit or loss	11	(13,311)	(4,289)
Proceeds from sale of financial assets held for sale	8	-	8,670
Proceeds from sale of financial assets at fair value through profit or loss	11	13,311	5,184
Interest received		1,447	1,605
Net cash outflow from investing activities		**(45,508)**	**(43,276)**
Cash flows from financing activities			
Transactions with minority interests	1.2	116	-
Interest paid		(18,955)	(18,255)
Proceeds from borrowings		33,951	109,384
Repayment of borrowings		(31,234)	(101,729)
Net cash outflow from financing activities		**(16,122)**	**(10,600)**
Net increase (decrease) in cash and cash equivalents and bank overdrafts		**11,682**	**(6,801)**
Cash and cash equivalents at the beginning of the year	13	14,849	22,568
Currency translation adjustment		(1,161)	(918)
Cash and cash equivalents at end of the year	13	**25,370**	**14,849**

Notes 1 to 33 attached are an integral part of these consolidated financial statements

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2009

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousand euros)

1. General information

GRUPO EMBOTELLADOR ATIC, S.L. (hereinafter the Company or ATIC), the parent company of the Group, was incorporated in Madrid (Spain) on December 14, 2005. It is entered in the Commercial Register for Madrid in sheet M-397.039, section 8, volume 22.243 for Companies.

The registered and main offices of ATIC are at Avenida de la Vega, 1, Alcobendas (Spain).

The corporate object of the company is set out in article 2 of its corporate by-laws, which was amended by decision of the sole shareholder of June 15, 2009 and consists of:

- The activity of acquiring, holding, enjoying, managing and administering securities and shares representing the own funds of companies or entities resident in Spain or abroad by way of the corresponding organisation of material and human resources, being able to make any type of securities investment on its own account.
- Participation in the management of the business operations of the companies or entities which are participated, directly or indirectly, acting as a director of the same and as a manager, providing advice and technical assistance.
- Provision of management and advisory services of an accounting, financial, tax, civil, commercial, employment, administrative, human resources, marketing and production nature.
- The placing of the financial resources generated by the activities referred to above, with the exceptions laid down in the first paragraph.
- The acquisition, purchase, disposal, licensing, operation and assignment in any form of patents, models, trademarks and other types of intellectual property.

On December 31, 2009 ATIC is a holding company which has a group (hereinafter the Group) made up of the Company and 41 subsidiary companies listed in Appendix I. The Group carries on the production and marketing of soft drinks, water, isotonic drinks, nectars, beer, milk products and alcopops, which it markets under the brands Big Cola, First, Kola Real, Agua Cielo, Oro, Pulp and Franca among others. The Group operates mainly in Mexico, Peru, Venezuela, Thailand, Ecuador, Guatemala, Costa Rica, Colombia, Honduras, Nicaragua and El Salvador.

The Group has production plants in most of the countries in which it has operations except for El Salvador, Nicaragua and Honduras.

The companies which make up the Group have operated since its origin in 1988, and therefore prior to their acquisition by ATIC, under the ultimate control of the same persons (Note 14).

These consolidated financial statements were drawn up by the board of directors on December 7, 2010 and are pending approval by the shareholders.

1.1. Alterations in the perimeter of consolidation

In 2009 and 2008 no acquisitions have been carried out or control obtained by other means of businesses or companies with relevant effects in the consolidated financial statements. Control over the subsidiaries, except in the case of those incorporated by the Group itself in 2007 to 2009, was acquired in the course of 2006 and 2007. Appendix I to these Notes contains the dates of acquisition of each one of the additional information.

All acquisitions of subsidiaries companies were carried out under a common control framework and were recorded according to the book value of the subsidiaries on the date of the transaction (Note 2.2). Book value was calculated by applying Group´s accounting policies including the application of International Financial Reporting Standards adopted by the European Union (Note 2.1).

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2009

1.2. Variation of percentage holding in certain subsidiaries

The Company has taken up increases of capital in a number of its subsidiaries in their entirety directly or indirectly at various times in 2009 and 2008, which has brought about a dilution of minority shareholders with the consequent increase of capital and reserves attributable to the shareholders of the Company. Thus the increase in retained earnings as a consequence of the increase of the Group's holding in its subsidiaries reflects the minority interest acquired at book value on the date of acquisition, reduced or increased as appropriate by the differences between the said value and the amount paid in the acquisition of the additional interest (see Note 2.2). The consolidated equity has not been altered insofar as the increase in the holdings in these subsidiaries took place by way of share capital increases taken up in their entirety by the Group.

In 2009, a sale of part of the Company's holding in the subsidiary Ajecolombia S.A. to minority also took place, which has caused the corresponding increase in the consolidated equity by the amount received in the transaction (116 thousand euros).

Variations of minority interests and retained earnings are shown below:

	% holding		Increase (reduction) of minority interests Thousand euros
	31.12.08	31.12.09	
Ajeven, S.A.	62.86	75.56	(800)
Ajecolombia, S.A	100.00	94.90	149
			(651)
	31.12.07	31.12.08	
Ajeper, S.A.	66.76	70.00	(1,090)

1.3. Entities located in countries with high inflation rates

In accordance with the criteria laid down by the IFRS-EU, an assessment must be made of whether any of the subsidiaries operates in a hyperinflationary economy, which is defined by IAS 29 as one in which the monetary unit loses value at such a rate that comparison of figures for transactions and other events occurring at different times is meaningless.

The assessment of when an economy is in these circumstances is an important judgment on the part of management, which up to December 31, 2008 considered that none of the economies in which the Group operated was hyperinflationary, due principally to the fact that the accumulated rate of inflation over three years did not exceed 100%.

Various factors have come to light in 2009 in the Venezuelan economy which have made it necessary to alter the procedure followed by the Group in the conversion of the financial statements of its subsidiary Ajeven C.A. Among these factors particular reference should be made to the restrictions on the official foreign currency exchange market (Note 4.2. b), the devaluation on January 8, 2010 (Note 33.2) and the accumulated inflation rate over the last three years, which is shown below:

	2009	2008	2007
Index at start of year	160.3	122.5	100.0
Index at end of year	200.5	160.3	122.5
Inflation over year	25.1%	30.9%	22.5%

The data is for the Consumer Price Index (CPI) for the Metropolitan Area of Caracas up to December 2007 and the National Consumer Price Index (NCPI) from January 2008 published by Banco Central de Venezuela (BCV).

Consequently the Group considers the Venezuelan economy to be hyperinflationary in 2009, which has meant principally:

1. The financial statements at historic cost of Ajeven C.A. have been expressed in terms of the current purchasing power of the Bolívar Fuerte (BF) at the year end. This includes:

    a. Adjusting the historic cost of non-monetary assets and liabilities (principally inventories, property, plant and equipment and deferred taxes) and the various equity items of Ajeven C.A. since their date of acquisition or incorporation to the consolidated statement of financial situation to the end of the year to reflect changes to the purchasing power of the currency deriving from inflation.
    b. Restate the various income and expense items of the income statement according to the inflationary index from the time of its generation and up to December 31, 2009.
    c. Adjusting the income statement to reflect the financial loss or gain caused by the impact of inflation over the year on net monetary assets gain or loss of purchasing power).

2. In accordance with IAS 21 the comparative figures for the year 2008 have not been adjusted. The accumulated effect of the restatement has been recorded in the equity in the section for conversion differences in equity for the part attributable to the parent company and minority interests for the part corresponding to the same.

3. All components of the financial statements of Ajeven C.A. (revenue, costs, cash flow, assets and liabilities) have been converted to euros at the closing exchange rate.

The main effects of the matters referred to above on the Group's consolidated financial statements for 2009 are the following:

	Thousand euros
Ordinary interest (increase)	12,404
Operating profit (loss)	(4,822)
Profit (loss) of the year	(1,714)
Accumulated translation differences	14,253
Net Equity effect	**12,539**

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1. Basis of preparation

The consolidated financial statements of Grupo Embotellador Atic, S.L. have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS as adopted by the EU), IFRIC interpretations adopted for their use in the European Union (IFRS-EU) and commercial laws applicable to entities which prepare information in accordance with the IFRS-EU.

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial instruments (financial assets held for sale, derivative financial instruments and other financial assets at fair value with changes to results) which are recorded at fair value, and by the updating for hyperinflation of the no-monetary assets and liabilities provided by the Group's Venezuelan subsidiary (see Note 1.3).

The preparation of financial statements in conformity with IFRS-EU requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

2.2. Principles of consolidation

Entities under common control are those which are controlled in the last resort by the same parties. A group of natural persons is considered to control an entity when, by virtue of contractual agreements, they collectively have the power to direct its financial and operational policies in order to obtain profit from its operations. Such power normally manifests itself directly, by holding a majority of the voting rights on the boards of governance of entities, or indirectly, by being able to control the voting on these bodies.

(a) Subsidiaries

Subsidiaries are all entities (including special-purpose entities) over which the Group has power to govern their financial and operational policies generally accompanying a shareholding of more than one half of the votings rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

As indicated in Note 1 the Company and all of its subsidiaries have been operating since their incorporation under the ultimate common control of the same persons (Note 14). For this reason the acquisition of these subsidiaries by the Group was recorded on the basis of their historic costs.

Intercompany transactions, balances and unrealised gains on transactions between group companiyes are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of a loss due to impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(b) Transactions and minority interests

The Group applies the policy of deeming transactions with minority interests to be internal Group transactions. Therefore the disposal of minority interests does not involve gain or loss for the Group. The acquisition of minority interests may give rise to a capital gain or a capital loss (shown as a reclassification of minority interest and retained earnings), the latter being the difference between the price paid and the corresponding portion of the book value of the subsidiary's net assets.

2.3. Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each one of group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in euros, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currency are recognised in the income statement.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available for sale are included in the reserve for fair value in the equity.

(c) Group companies

The results and financial position of all the Group entities, that have a functional currency different from the Euro, except those that have the currency of a hyperinflationary economy, are translated into the presentation currency as follows:

(i) Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

(ii) Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

(iii) All resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are recorded in the section Accumulated conversion differences of equity. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the income statement as part of the loss or gain on sale.

Before being converted to euros the financial statements of Group companies with the functional currency of a hyperinflationary economy are adjusted for inflation according to the procedure described in Note 1.3. Once restated all of the items of the financial statements are converted to euros applying the closing rate of exchange. The figures for previous periods, which are given for comparative purposes, are not altered.

2.4. Property, plant and equipment

Land and constructions include basically production plants, offices and warehouses. Property, plant and equipment are recognised at historical cost less accumulated depreciation and less the accumulated losses due to impairment, except in the case of land which is presented net of losses due to impairment. Certain fixed assets took advantage of exemptions on the transition to IFRS by which their fair or updated values on that date were deemed their historic cost from that point on.

The historic cost includes costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight line method to allocate their costs or revalued amounts to their residual values over their estimated useful lives, as follows:

Constructions: from 20 to 36 years
Machinery and equipment: from 12 to 25 years
Computer equipment: from 2 to 3 years
Vehicles: from 4 to 10 years
Furniture and accessories: from 7 to 10 years

The residual value and the useful life of assets are reviewed, and adjusted if necessary, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "Other operating income (expense)" in the income statement.

2.5. Intangible assets

(a) Trademarks and licences

Trademarks and licences are shownat historical cost. They have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight line method to allocate the cost of trademarks and licences over their estimated useful lives.

(b) Computer software

Licences for acquired software capitalised on the basis of the costs incurred to acquire them and prepare them to use the specific programme. These costs are amoritized over their estimated useful lives (3 to 5 years).

2.6. Interest expenses

Interest cost are generally recognised as expenses of the period in which they are incurred. In relation to interest costs concerning qualified assets for which the date of commencement of the capitalisation is after January 1, 2009 the Group capitalises the interest costs directly attributable to the acquisition, construction or production of the said asset as part of the cost of the same if the asset requires a substantial period of time to be ready for use.

2.7. Impairment of non-financial assets

Assets that are subject to amortisation and land are reviewed for impairment whenever an event or change in circumstances indicates that the carrying amount may not be recoverable. A loss due to impairment is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value lesscosts to sell and value in use. For the purposes of assessing losses due to impairment of value, assets are grouped at the lowest level for which there are separately identifiable cash flows (cash generating units).

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.8. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. The cost of finished products and products in progress comprises raw materials, direct labour, other direct costs and general production costs (based on normal operational capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.9. Financial assets

In accordance with IFRS financial assets are valued on the basis of the classification given to the asset. The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and reviews the classification on each date of presentation of financial information.

(a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Assets in this category are classified as current assets. Investments are recognised initially at fair value. Realised and unrealised gains and losses arising from changes in the fair value of this category are presented in the income statement in the period in which they arise.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months from the date of the balance sheet. These are classified as non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet, which are recognised initially at fair value and are subsequently recorded at depreciated cost in accordance with the effective interest rate method. The Group assesses at the date of each balance sheet whether there is objective evidence of a loan or receivable having suffered losses due to impairment of value, recognizing the corresponding loss as the case may be to the income statement. Non-commercial loans and accounts receivable are deemed impaired when there is objective evidence that not all amounts will be received according to the terms initially agreed or when there are changes to the payment terms initially agreed which reduce the present value of the estimated payments below their book value.

Bank deposits with a maturity of more than 90 days are included in this category.

Commercial accounts receivable are also included in this category and are consequently recognised at fair value and subsequently at amortized cost in accordance with the effective rate of interest method less the provision for losses due to impairment of value. A provision is created for losses due to impairment of trade accounts payable when there is objective evidence that the Group will not be able to receive all of the amounts due to it in accordance with the original terms of the account. The existence of significant financial difficulties on the part of the debtor the probability of the debtor being subject to insolvency procedures or financial reorganisation and failure or default on payment are considered indicators that the account is impaired. The book value of the asset is reduced as the provision account is used and the loss is recognised in the income statement in “selling costs”. When an account payable cannot be charged it is regularised against the provision account for accounts payable. The subsequent recovery of amounts previously derecognised is recognised as a credit in “selling costs”.

(c) Available–for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of balance sheet dat. They are recognised initially at fair value plus transaction costs and are subsequently valued at fair value. Variations in fair value are recognised in equity. When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments are included in the section “Other operating income (expense)” of the income statement as profit or loss on the securities.

The Group assesses at the end of each reporting peiord whether there is objective evidence that available-for-sale financial assets or groups of such assets are impaired. In the case of capital securities classified as held for sale, to determine whether the securities have suffered losses due to impairment account will be taken of whether there has been a significant or prolonged fall in the fair value of the securities below their cost. If any such evidence exits for available-for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the income statement - is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement.

Transaction costs associated with held-for-sale investments (premium or discount) are depreciated in the results of the year over the lifetime of the instrument (period between the dates of acquisition and derecognition) according to the effective rate of interest method.

Interest for available-for-sale securities calculated using the effective rate of interest method are recognised in the income statement in “finance income” section. Dividends for held-for-sale equity instruments are recognised in the income statement as “finance income” when the Group’s right to receive payment is established.

(d) Common rules for financial assets

Investments are derecognised when the right to receive cash flows from the investments has matured or been transferred and the Group has substantially divested itself of all of the risks and advantages of holding them.

The fair values of quoted investments are based on current purchase prices. For unquoted securities the Group determines the fair value using valuation techniques which include the use of recent arms-length transactions between interested and duly informed parties concerning instruments substantially the same, and the analysis of discounted cash flows, making maximum use of market inputs and relying as little as possible on the entity’s specific inputs.

2.10. Derivative financial instruments

The Group has held certain derivative financial instruments in 2009 and 2008 which were taken up in 2008. The application of hedge accounting require that the Group to record at the beginning of the transaction the relation between the hedge instruments and the items covered, as well as the risk management objectives and the strategy for undertaking the hedge operations. It is also necessary to record an assessment, both at the beginning and on an ongoing basis, of whether the derivatives used in the hedge transactions are highly effective in offsetting changes to the cash flow of the hedged items. Derivatives held by the Group are not classified as hedges for accounting purposes. They are initially recorded at fair value on the date of contracting and subsequently at fair value on each closing date, variations being allocated to the income statement. The value of derivatives to be settled according to contract within 12 months of the closing date are recognised as current, those with a later maturity date being classified as non-current.

2.11. Cash and cash equivalents

Cash and cash equivalents includes cash holdings, sight deposits with credit institutions, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are classified as borrowings in current liabilities on the balance sheet.

2.12. Equity

Ordinary shares are classified as equity.

Amounts obtained on closing as a result of equity issues taken and paid up by shareholders prior to the date of the balance sheet but the registration of which is still in progress on that date are classified as equity in the section “share capital in progress”.

Incremental costs directly attributable to the issuing of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.13. Trade payable (suppliers)

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. Otherwise they are presented as non-current liabilities. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.14. Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

In the event of renegotiation of existing debts there is deemed to be no substantial modification of the financial liability when the lender of the new loan is the same as the one who issued the original loan and the current value of the cash flows, including net commissions, does not differ by more than 10% from the current value of the cash flows pending payment from the original liability calculated by the same method.

Borrowings are classified as current liabilities unless the Group has unconditional right to defer settlement for at least 12 months after the date of the balance sheet.

2.15. Current and deferred income tax

The tax expense for the period comprises current and deferred taxes. Taxes are recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of a liability or an asset in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax in liabilities are recognized on temporary differences arising on investments in subsidiaries and associates, except when the timing of reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. When temporary differences arising in these investments give rise to a deferred tax asset it is only recognised when the difference will revert in the foreseeable future and to the extent that there will be future tax benefits against which they can be offset.

Deferred income tax assets and liabilities are offset when the right to offset current tax assets and liabilities is legally recognised and the deferred tax refers to the same tax authority and the same tax.

2.16. Employee benefits

(a) Termination benefits

In some jurisdictions severance indemnities are a right and are received by employees at the time of termination of the employment relation provided they have been working for the company for a period of time. This liability, which is considered a post-employment obligation, accumulates annually depending on the number of indemnity days per year worked. For the purposes of determining the Group's obligation of the date of the balance sheet, management takes the current actuarial value of the obligation accrued for past services to that date, based on the projected unit credit method and using the appropriate hypotheses, making any appropriate provision and recording the provision or reversion of the provision in the income statement. This liability is presented net of any advances paid to staff in this regard.

Other redundancy compensation to employees as a consequence as a result of the Group's decision to terminate their employment before the normal retirement age, or where the employee agrees to resign in exchange for these benefits, are recognised when the Group has demonstrably undertaken to dismiss current employees in accordance with a detailed formal plan without the possibility of withdrawal, or to pay redundancy compensation as a consequence of an offer made in order to encourage voluntary retirement. Benefits which are not payable in the twelve months following the date of the balance sheet are discounted at current value.

(b) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the shareholders of the Company after certain adjustments. The Group recognises a provision where it is legally or contractually obliged or where there is a past practice that has created a constructive obligation.

2.17. Provisions

The Group recognises a liability for provisions when:

(i) the Group has a present legal o constructive obligation as a result of past events;

(ii) it is probable than an outflow of resources will be required to settle the obligation; and

(iii) the amount may be reliably estimated.

Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.18. Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services, net of value added tax, special non-recoverable taxes charged on sales, returns and discounts, and after eliminating sales within the Group. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below. It is not considered possible to reliably to assess the amount of revenue until all contingencies relating to the sale have been resolved.

(a) Sales to small retailers

Sales of goods are recorded when a Group entity has delivered the products to the retailer and there is no obligation pending performance which might affect acceptance of the products by the same. Delivery does not occur until the products have been sent to a specific place, the risks of obsolescence and loss have been transferred to the retailer and the latter has accepted and paid for the products. All sales are in cash.

The Group influences the prices at which its products are made available to the final consumer by way of a policy of fair or recommended price which forms part of its overall business strategy. The Group does not consider that this constitutes the preservation of a significant advantage associated with the ownership of the goods.

(b) Sales to distributors

Sales of goods are recorded when Group entity has delivered the products to the distributor and there is no obligation pending performance which might acceptance of the products by the same. Delivery does not occur until the products have been sent to a specific place, the risks of obsolescence and loss have been transferred to the distributor and the latter has accepted the products.

The Group influences the prices at which its products are made available to the final consumer by way of a policy of fair or recommended price which forms part of its overall business strategy. The Group does not consider that this constitutes the preservation of a significant advantage associated with the ownership of the goods.

It is assumed there is no finance component given that sales are for cash or on credit with a term of less than three months.

(c) Sales of goods to supermarket chains

Sales of goods are recognised when an entity of the Group has delivered products and there is no obligation pending performance which might affect acceptance of the products by the chain. There is no delivery until the products have been sent to a specific place, the risks of obsolescence and loss have been transferred and the customer has accepted the products in accordance with the sale contract, the period of acceptance has expired, or the Group has objective evidence that the criteria necessary for acceptance have been complied with.

It is assumed there is no finance component given that sales are made with a payment period of between one and two months, which is in line with market practices in each one of the countries affected.

(d) Interest income

Interest revenue is recognised using the effective interest method.

2.19. Leases

Leases of fixed assets in which the Group acquires substantially all of the risks and the advantages deriving from ownership of the assets are classified as finance leases. Finance leases are recognised at the start of the contract at the fair value of the leased asset and the current value of the minimum payments under the lease whichever is less. Each payment under the lease is broken down into reduction of debt and financial charge in such a way as to obtain a constant rate of interest on the balance of the debt pending pending re-payment. The payment obligation deriving from the lease, net of the financial charge, is recognised in Borrowings. The interest part of the financial charge is charged to the income statement during the term of the lease, in order to obtain a constant regular interest rate on the balance of the debt pending re-payment for each period.

Leases in which the lessor preserves a significant part of the risks and advantages deriving from ownership are classified as operating leases. Payments made under operating leases (net of any incentive received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

2.20. Dividend distribution

Dividend distribution to the company’s shareholders is recognised as a liability in the Group’s financial statements in the period in which the dividends are approved by the Company´s shaleholders.

2.21. New standars and IFRIC interpretations

2.21.1 Amendments to standards and interpretations coming into force in 2009

(a) Amendments to IAS 23 “Borrowing costs”: in relation to interest expenses related to qualified assets for which the date of commencement of capitalisation is after January 1, 2009 the Group capitalises, as part of the cost of the said asset, interest expenses directly attributable to its acquisition, construction or production. The Group previously recognised interest expenses directly as an expense. In accordance with the transitional provisions of the rule the comparative figures have not been restated. The change of accounting policy has not had a material effect on the Group’s accounts.

(b) Amendments to IFRS 7 “Financial instruments: Disclosure about finacial instruments” (amendment): the amendment requires enhanced disclosures about fair value measurement and liquidity risk. In particular, the amendment requires disclosure of fair value measurements by level of a fair value measurement hierarchy. The change only results in additional disclosures.

(c) Amendments to IAS 1 “Presentation of financial statements: prohibits the presentation of items of income and expenses (i.e. “changes to equity due to operations with non-owner third parties”) in the statement of changes in equity, requiring these to be presented separately in an statement of comprehensive income. As a result the Group presents in the consolidated statement of changes in equity all owner changes in equity, whereas all non-owner changes in equity are presented in the consolidated statement of comprehensive income. Comparative information has been re-presented so that it also is in conformity with the revised standard, although the amendment only affects aspects of presentation.

(d) The following rules, amendments and interpretations have not affected the Group's accounts:

- (i) Amendments to IFRS 2 - Group cash-settled share-based payment transactions, (ii) Amendments to IAS 39 and to IFRS 7: reclassification of financial assets, (iii) amendments to IAS 32 and IAS 1: Financial Instruments and Obligations Arising on Liquidation, (iv) amendments to IFRS 1 and IAS 27: consolidated and separate financial statements, (v) improvements to the IFRS (May 2008), (vi) amendments to IAS 39 and IRFRIC 9: Embedded derivatives, and (ix) IFRS 8 "Operating segments".

- (i) IFRIC 13: Customer loyalty programmes, (iii) IRFRIC 14: The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction.

2.21.2 Rules, amendments and interpretations coming into force in years after December 31, 2009

On the date of formulation of these consolidated financial statements new standards, amendments and interpretations had been approved and adopted by the European Union due to come into force after December 31, 2009. The Group has not adopted any of these amendments in advance.

- (i) IFRS 3 "Emission rights" revised, (ii) amendments to IAS 27: consolidated and separate financial statements, (iii) IAS 24 "Related parties" revised, (iv) amendments to IAS 39: Items capable of coverage, (v) amendments to IFRS 2: Group transactions with payment based on the share and settlement in cash, (vi) amendments to IAS 32: classification of rights issues, (vii) Improvements to IFRS (April 2009), and (viii) amendments to IFRS 1: limited exception from comparatives IFRS 7 for first-time adopters and additional exceptions for first-time adopters.

- (i) IFRIC 12: Service concession agreements, (ii) IFRIC 15: Agreements for the construction of real stete, (iii) IFRIC 16: Hedges of a Net Investment in a Foreing Operation, (iv) IRFRIC 17 Distributions of Non-cash assets to owners, (v) IFRIC 18: Transfers of assets from customers and (vi) IFRIC 19: Extinguishing financial liabilities with equity instruments (vii) amendments to IFRIC 14: pre-payment of minimum funding requirements.

The Group considers that the amendments, new standards or additional interpretations will not have relevant effects on its financial statements.

3. Financial risk management

3.1. Financial risk factors

The activities of the Group expose it to a variety of financial risks: liquidity risk, market risk (including currency risk, cash flow and fair value interest rate risk, and price risk) and credit risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group has used derivative financial instruments in its Mexican subsidiaries in 2009 and 2008.

Risk management is controlled by the Corporate Management of ATIC, which identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. ATIC management lays down guidelines for overall risk management and for specific areas such as currency risk, interest rate risk and liquidity risk.

(a) Liquidity risk

Prudent management of liquidity risk involves maintenance of sufficient cash and negotiable securities, the availability of finance by way of a sufficient amount of committed credit facilities and having the capacity to settle market positions.

The table below analyses the Group's financial liabilities grouped according to maturities based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

					Thousand euros
	Less than one year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
To December 31, 2009					
Borrowings	77,773	82,610	24,649	1,064	186,096
Derivative financial instruments	835	-	-	-	835
Trade and other payables	150,587	514	-	-	151,101
To December 31, 2008					
Borrowings	68,799	62,343	66,165	-	197,307
Derivative financial instruments	244	939	-	-	1,183
Trades and other payables	138,753	2,706	-	-	141,459

The Group has significant amounts of borrowings and balances payable to suppliers in the short term which on the date of the balance sheet exceeded its current assets by 33,513 thousand euros (2008: 51,411 thousand euros).

Liquidity risk management by ATIC has sought in 2008 and 2009 and to date to allow the Group to continue with its operations and finance its investments plan. Action in this regard has been based on increasing lines of finance and re-financing current borrowing with new non-current debt agreements.

Information on the main financing agreements reached is given in Notes 17 and 33.3.

Having completed these financing agreements the Group manages its liquidity risk by way of the use of the availabilities in lines of credit (Note 17), the punctual settlement of financial instruments held for sale (Note 8), and especially by way of the generation of cash in its commercial operations, strengthened by the existence of a significant percentage of sales in cash or with payment terms less than the payment terms to suppliers.

(b) Cash flow and fair value interest rate risk

Apart from assets held for sale (Note 8) and other financial assets at fair value through profit or loss (Note 11) the Group has not maintained significant remunerated assets in 2009 and 2008. The interest produced by these financial assets has been included in the consolidated income statement in financial results (Note 25).

During 2009 and 2008 the Group's interest rate risk has arisen principally from borrowings at variable rates which expose the Group to cash flow interest rate risk.

The Group does not have a specific policy regarding to the proportions fixed rate or variable rate debt must represent of total debt, with ATIC management analysing the financing structure of the Group on the basis of market conditions, the Group's financing needs and existing finance alternatives. At the end of 2009 41% of borrowings were at a variable rate of interest (2008: 42%).

Nor does the Group have a specific policy in relation to the contracting of interest rate swaps or other derivative financial instruments in order to cover possible unfavourable fluctuations in rates of interest. ATIC management assesses such agreements according to market conditions, without the Group having entered into interest rate swap agreements from variable to fixed rate or vice versa in 2008 and 2009.

The remuneration of the variable rate loans taken out by the Group is based on a variety of indices plus a differential (based on the Group's risk profile and market conditions), which is recalculated for the purposes of the calculation of interest on a monthly, quarterly or six-monthly basis depending on the agreement with the financial institution in question (Note 17). The indices on which the remuneration of the variable rate loans and credits is based to December 31, 2009 and 2008 are principally LIBOR and the TIIE (Balance Interbank Rate of Interest, Mexico).

At 31 December 2009, if interest rates on currency-denominated borrowings had been 100 base points higher / lower with all other variables held constant, post-tax profit for the year would have been 503 thousand euros higher / lower, mainly as a result of higher/lower interest expense on floating rate borrowings.

The same variation in the rate of interest on variable rate borrowings in 2008 would have caused a variation of 415 thousand euros in the consolidated post-tax result of the mentioned year.

(c) Foreign exchange risk

Exchange rate risk arises from future commercial transactions, recognised assets and liabilities and net investments in operations abroad.

Practically all of the Group's operations are located in the following countries, for which the functional currencies and euro exchange rate to December 31, 2009 and 2008 are the following:

Country	Currency	2009 [a]	2008 [a]
Mexico	Mexican Peso	18.71	19.48
Peru	Nuevo sol	4.23	4.45
Ecuador	US dollar	1.43	1.41
Thailand	Baht	47.73	49.20
Guatemala	Quetzal	11.99	11.00
Nicaragua	Cordoba	29.90	28.06
Honduras	Lempira	27.30	26.90
El Salvador	US dollar	1.43	1.41
Colombia	Colombian Peso	2,932.86	3,030.50
Costa Rica	Costa Rican Colon	820.38	793.04
Venezuela	Bolivar Fuerte	3.08	3.00

a Units of the currency equivalent to 1 euro

The commercial operations of each one of the entities of the Group are relatively autonomous and most are carried out with local counterparties and in national currencies. However out of total operating expenses (Note 21), without including depreciation, approximately 21% were incurred in US dollars in 2009. In 2008 approximately 42% of purchases of raw materials and consumables were in US dollars. In addition to this the external financing activities of the entities which make up the Group are in the form of loans and credits in US dollars in addition to the various national currencies of the countries in which operations are located (Note 17). Consequently variations of the exchange rate between the various currencies with which the entities of the Group operate locally (in which the Group's revenue is generally expressed) and the US dollar (in which a part of the financing and of operating costs are expressed) affect the Group's net cash flow. Notes 16 and 17 include details of the balances at the end of the year classify by the currency in which they have been expressed.

The Group seeks to minimise possible negative effects on its financial affairs and that is the reason why in 2009 and 2008 derivative financial instruments have been used in its Mexican subsidiaries to cover some exposures to exchange rate risk, basically associated with the financing operations carried out during the year, also following the contractual obligations established.

At 31 December 2009, if the functional currencies referred to above had weakened/strengthened by 5% against the US dollar with all other variables held constant, post-tax profit for the year would have been 4,345 thousand euros (2008: 3,363 thousand euros) higher/lower, mainly as a result of foreign exchange gains/losses on translation of accounts receivable, accounts payable and borrowings denominated in US dollars to the functional currency.

To December 31, 2009 and 2008 the Group maintains derivative financial instruments for exchange rates which involve the Mexican peso and US dollar rate (Note 12).

At 31 December 2009, if the peso had weakened/strengthened 10% against the US dollar, post-tax profit for the year would have been 113 thousand euros (2008: 737 thousand euros) higher /lower, mainly as a result of gains/losses due to the variation of the fair value of the said financial instruments.

(d) Price risk

The Group is exposed to equity securities price risk because of investments held by the Group and classified on the consolidated balance sheet either as available for sale or at fair value through profit or loss. The Group does not have a specific policy to manage the price risk on financial investments, nor has it entered into derivative contracts or other types of hedging to cover this risk. The investments held by the Group are principally quoted debt securities (Note 8).

At 31 December 2009, if the quotation of the securities had been 10% higher / lower with all other variables heldconstant, equity would have been increased / decreased by 1,353 thousand euros (2008: 1,574 thousand euros) as a consequence of gains / losses on capital securities classified as available for sale.

As regards the price risk on quoted raw materials the Group's operations require the use of products quoted on various markets, principally sugar. In 2009 and 2008 the Group did not enter into derivatives contracts or other types of coverage to cover the price risk of these raw materials.

(e) Credit risk

Credit risk is managed on group of assets basis. Credit risk arises from cash and deposits with Banks and financial institutions, from debt securities classified as held for sale or at fair value through profit or loss, and from accounts receivable with distributors and supermarket chains.

For banks and financial institutions, only independently rated parties with a minimum rating oft BBB on the Global Foreign / Local Currency Scale are accepted; using international ratings by Standard & Poors or Fitch Ratings or, when these are not available, those provided by leading local ratings agencies in the country in which the financial institution is located.

The credit quality of cash and cash equivalent balances to December 31, 2009 and 2008 may be analysed as follows:

	Thousand euros	
	2009	**2008**
Rating AA or AA-	5,706	5,237
Rating BBB+	5,816	4,582
Rating BBB-	3,210	1,690
Rating BBB- given to Banco Interbank by Apoyo ratings agency[1]	336	161
Rating C+	-	33
Rating provided by a non-international rating agency or rating not available	10,302	3,146
	25,370	**14,849**

[1] The Apoyo ratings agency is the associate firm of Fitch Ratings in Peru

As regards debt securities which are bonds of the Bolivarian Republic of Venezuela (see Notes 8 and 11), the rating was BB+ to December 31, 2009 (2008: BB-).

As regards derivative financial instruments the rating of the issuing Company to December 31, 2009 was C+ (2008: C+).

As regards customers and as was indicated in Note 1 virtually all of the Group's operations are located in Latin America or in Thailand, a significant part of sales being in cash. For sales on credit (in which the credit period does not generally exceed 60 days) the Group analyses the creditworthiness of its customers internally. Individual credit limits are set according to internal and external ratings in accordance with the limits laid down by the management of each subsidiary of the Group, following the general guidelines laid down by ATIC. If customers have been rated independently these ratings are used. Otherwise the credit and collection unit in each country assesses the customer's creditworthiness by reviewing private credit reports, research in the market on the making of payments and the use of banking and commercial references. Use of credit limits is monitored on a regular basis. The Group does not have customer credit insurance taken out with financial institutions.

To December 31, 2009, in respect of accounts receivable (customers, miscellaneous debtors and accounts receivable from related parties; Note 9), a single customer with a balance of 6,811 thousand euros (2008: 1,561 thousand euros) had a rating of AA/ stable (Moody´s), the same as for 2008, there being no independent rating for any other debtors.

The table below shows balances with the most significant counterparties on the date of the balance sheet, which individually make up more than 5% of the consolidated customer figure, or whose operations figures individually make up more than 1% of net turnover.

				Thousand euros	
		Net sales	Net sales	Balances to December 31	
	Rating	2009	2008	2009	2008
Customer 1	AA	36,269	25,325	6,938	1,561
Customer 2	-	47,708	49,805	5,442	5,821
Customer 3	-	34,726	36,738	3,166	2,500
Customer 4	-	5,324	4,179	1,190	1,478
Customer 5	-	12,609	10,173	4,003	985

Management does not expect any losses from non-performance by these counterparties.

3.2. Capital risk management

Group's objectives in relation to capital are the following:

- Ensure that the Group maintains the capacity to finance its growth maintaining an adequate financing structure and taking into account cash needs with a view to financing investments in fixed assets and the costs deriving from the launching of new products; this growth objective is set in the context of the ultimate objective of pursuing sustainable long –term profitability for the Group's shareholders.

- Comply with minimum capital requirements laid down in certain contracts with financial institutions (see Note 17).

Group management analyses possible payments of dividends, reimbursements of capital or issues of new shares with a view to complying with these objectives.

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2009

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings' as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as equity as shown in the consolidated accounts plus net debt.

	Thousand euros	
	31.12.09	**31.12.08**
Non-current borrowings	92,824	108,959
Current borrowings	66,649	58,334
Cash and cash equivalents	(25,370)	(14,849)
Net debt	***134,103***	***152,444***
Equity	137,291	58,390
Total capital	***271,394***	***210,834***
Gearing	**50.58%**	**72.31%**

3.3. Estimation of fair value

Effective 1 January 2009, the Group adopted the amendment to IFRS 7 for financial instruments that are measured in the balance sheet at fair value, this requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3: Inputs for the asset or liability that is not based on observable market data.

The following table presents the assets and liabilities of the Group that are measured at fair value at 31 December 2009 and 2008:

	Thousand euros							
	2009				2008			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets								
Held-for-sale financial assets:								
- Interest and covered capital securities (ICCS) or "fixed interest securities" (FIS)	13,527	-	-	**13,527**	14,307	-	-	**14,307**
- Shares in the company "Aéreo y Marítimo, Turismo y Servicios, C.A." and others	-	-	1,958	**1,958**		-	1,736	**1,736**
Derivatives:								
-Exchange rate future contracts	-	40	-	**40**	-	1,161	-	**1,161**
	13,527	**40**	**1,958**	**15,525**	**14,307**	**1,161**	**1,736**	**17,204**
Liabilities								
Derivatives:								
-Cross Currency Swap	-	728	-	**728**	**-**	1,314	**-**	**1,314**
-Exchange rate futures contracts	-	107	-	**107**	**-**	243	**-**	**243**
	-	**835**	**-**	**835**	**-**	**1,557**	**-**	**1,557**

The fair value of debt securities classified as held for sale and at fair value through profit or loss traded on active markets (Notes 8 and 11) is based on quoted market prices at the date of the balance sheet The market quotation price used for the financial assets is the current buyer price.

The fair value of capital securities without official quotation classified as held for sale is based on other valuation techniques which include basically the use of prices at the end of the year for similar transactions.

The fair value of derivative financial instruments is determined using as a basis market values determined by suppliers of qualified prices, and using the following techniques depending on the instrument:

Collar with foreign currency options: The Black & Scholes model has been used. The market data used in the determination of their value was the spot exchange rate, the volatility of the exchange rate and the risk-free interest rates which affect the exchange rate.

Cross Currency Swap: The present value technique has been used to compare the net flows projected by the variable rates (Tiie Forward and Libor) discounted at their present value for each one of the periods of the swap, and with the risk-free rate corresponding to the currency of each tranche.

The face value less the estimated credit adjustments of trade receivables is assumed to approximate to the fair values. The fair value of financial liabilities for the purposes of the presentation of financial information is estimated discounting future contractual cash flows at the current market rate of interest available for the Group for similar financial instruments.

4. Critical Accounting estimates and judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1. Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Useful life of material fixed assets

Group management determines the estimated useful lifetimes and the corresponding depreciation charges for its propertu, plant and equipment. The estimated useful lifetimes could change significantly as a consequence of technical innovation and actions on the part of competitors. Management will increase depreciation charges when useful life is lower than the lifetime estimated previously or will depreciate or eliminate technically obsolete or non-strategic assets which have been abandoned or sold.

Estimates of the recoverability of tax assets

The Group recognises deferred tax assets in accordance with the accounting policy stated in Note 2.15. The estimates on the recoverability of taxes take as a basis the profit projections of the companies located in the various tax jurisdictions, to the extent that the Group does not have an international tax consolidation system. These projections are taken into account provided they can be reliably estimated, which is usually the case when the Group has been operating for a number of years in the jurisdiction in question.

For this reason tax assets have only been recognised for a part of the Group’s negative tax bases pending set off, basically for the Mexican and Colombian subsidiaries (2008: Mexican subsidiaries) (Note 18).

Test of impairment of fixed assets

In accordance with what is indicated in Note 2.7, in cases in which an indicator has been detected of a possible impairment the Group tests whether the corresponding fixed assets (grouped in cash generating units) have suffered any loss due to impairment of value. The recoverable amounts of the cash generating units have been determined on the basis of value-in-use calculations. These calculations require the use of estimates.

A reduction of 2% in the projected gross margin, of 1% of forecast sales increases or an increase of 1% of the estimated pre-tax rate of discount (in absolute terms in all cases) used for the calculation of value in use of the corresponding cash generating units would not have led to the Group recognising a loss due to impairment of value of material fixed assets.

4.2. Critical judgments in applying the entity's accounting policies

a) Consolidation of certain entities

According to the IFRS, a special purpose entity is consolidated when the substance of the relation between the Group and that entity indicates that the latter is controlled by the Group, even if it does not hold any of its capital. On this sense, for the purposes of preparing these consolidated financial statements, Group management has included within the perimeter of consolidation certain entities, listed in Appendix I, in which it does not hold any shares but which, in accordance with IFRS, must be consolidated to the extent that (i) they are controlled by ATIC management, (ii) their activities are an extension of that of certain ATIC subsidiaries (they constitute a part of the production or commercial process, providing services necessary for the management and administration of the Group's activities) and (iii) the Group is their principal beneficiary and in the last resort bears the risk of their activities.

The volume of revenue, gross profit and profit for the years 2009 and 2008, and the assets and liabilities to December 31, 2009 and 2008 of the consolidated special purpose entities, having made the consolidation eliminations, are the following

						Thousand euros
2009	**BC. Maya Surcursal Nicaragua [1]**	**Ajehonduras, S.A. [1](**	**BC. Maya, S.A. [1]**	**Servicios Corporativos BC, S.A. de C. V. [1]**	**Ajemex Consultores, S.A. de C, V, [1]**	**Ajecen del Sur, S.A.**
Revenue	-	-	-	-	-	9,396
Gross profit (loss)	(10)	-	-	-	-	4,537
Profit (loss) for the year	(10)	-	13	(73)	(46)	1,389
Total assets	32	2	7	332	1,012	3,881
Total liabilities	(32)	(1)	(346)	(37)	(1,788)	(1,812)
2008						
Revenue	-	-	-	-	-	7,208
Gross profit (loss)	-	-	-	-	-	3,187
Profit (loss) for the year	(3)	2	(48)	70	(153)	(1,095)
Total assets	48	2	17	498	637	5,292
Total liabilities	(47)	(20)	(295)	(279)	(1,604)	(2,931)

[1] All of the transactions of these companies are carried out with Group´s Companies.

b) Rate of exchange applicable in Venezuela

In accordance with Note 2.3 and as with the other subsidiaries the Group converts the balances and transactions of its subsidiary Ajeven C.A. from its functional currency (Bolivar Fuerte) to the presentation currency. The Venezuelan Central Bank (BCV) and the Ministry of Finance have established a system for the administration of foreign currency applicable in this country, which includes the setting of an official controlled exchange rate of 2.15 Bolivar Fuertes to the US dollar to December 31, 2009 and 2008. In order to be able to obtain foreign currency at the said official rate for the payment of debts and dividends in foreign currency, companies must comply with a series of legal and administrative requirements and obtain the prior approval of the Foreign Currency Administration Commission (CADIVI); alternatively they may opt to go to the securities swap market, by which it is possible to obtain foreign currency indirectly at an implied rate, which to December 31, 2009 was 5.97 Bolivar Fuertes to the US dollar (2008: 5.40 Bolivar Fuertes to the US dollar).

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The Group has used the official rate to convert the assets, liabilities, equity, results and cash flows of its Venezuelan subsidiary to the currency of presentation given that this is the rate at which the Group expects to realise its investment, mainly by receiving dividends on account of the future results of the subsidiary, and given that (i) the company does not anticipate any significant difficulties in complying with the relevant legal and administrative requirements and obtaining the authorisation of the CADIVI and (ii) the Group and the minority shareholders of the subsidiary currently intend not to demand payment of dividends in the short term, until the procedures necessary for obtaining the foreign currency at the official rate of exchange have been completed.

The following table shows how converting the subsidiary's balances and transactions to the implied rate of the securities swap market in place of the official rate would have affected its principal magnitudes:

	Thousand euros	
December 31, 2008	**At the official rate**	**At the implied rate of the securities swap market**
Revenue [1]	107,406	41,677
Gross profit [1]	40,619	15,762
Profit for the year [1]	1,312	611
Total assets [2]	68,070	27,226
Total liabilities [2]	52,500	20,896

To December 31, 2009	**At the official rate**	**At the implied rate of the securities swap market**
Revenue [3]	146,008	51,929
Gross profit [3]	43,958	15,634
Profit for the year [3]	1,092	467
Total assets [3]	111,189	24,505
Total liabilities [3]	77,064	18,900

[1] Average official rate for 2008: 3.069 Bolivar Fuertes to the euro. Average implied rate of securities swap market: 7.911 Bolivar Fuertes to the euro.

[2] Closing official rate 2008: 3.038 Bolivar Fuertes to the euro. Closing implied rate of securities swap market: 7.516 Bolivar Fuertes to the euro.

[3] Closing official rate 2009: 3.0779 Bolivar Fuertes to the euro. Closing implied rate of securities swap market: 8.550 Bolivar Fuertes to the euro.

5. Property, plant and equipment

The details to December 31, 2009 and 2008 and the movement of the various categories of fixed asset are the following:

					Thousand euros
	Land and constructions	Machinery and equipment	Vehicles, furniture and other fixed assets	Work in progress and advances	Total
To January 1, 2008	**48,473**	**116,799**	**10,933**	**18,596**	**194,801**
Increases	3,086	18,090	3,383	22,491	**47,050**
Disposals	(47)	(634)	(78)	-	**(759)**
Depreciation expense	(2,504)	(12,061)	(2,704)	-	**(17,269)**
Transfers	2,109	23,406	375	(25,890)	**-**
Translation differences	(2,680)	(8,232)	(418)	(1,199)	**(12,529)**
Final net book value	**48,437**	**137,368**	**11,491**	**13,998**	**211,294**
To December 31, 2008					
Cost	56,198	178,224	19,866	14,025	**268,313**
Accumulated depreciation	(7,761)	(40,856)	(8,375)	(27)	**(57,019)**
Net book value	**48,437**	**137,368**	**11,491**	**13,998**	**211,294**
To January 1, 2009	**48,437**	**137,368**	**11,491**	**13,998**	**211,294**
Increases	1,684	18,509	6,350	19,988	**46,531**
Disposals	(208)	(1,049)	(79)	-	**(1,336)**
Depreciation expense	(2,114)	(17,654)	(2,780)	(12)	**(22,560)**
Transfers	3,024	6,839	237	(10,100)	**-**
Monetary restatement	7,813	10,609	512	501	**19,435**
Translation differences	1,412	4,570	221	540	**6,743**
Final net book value	**60,048**	**159,192**	**15,952**	**24,915**	**260,107**
To December 31, 2009					
Cost	71,726	226,276	28,902	24,942	**351,846**
Accumulated depreciation	(11,678)	(67,084)	(12,950)	(27)	**(91,739)**
Net book value	**60,048**	**159,192**	**15,952**	**24,915**	**260,107**

The main acquisitions for 2009 were for expansion projects in the production plants in Colombia, Peru and Thailand. In 2008 recognitions were for the construction of the new bottling plant in Colombia and the beer plant in Peru in addition to the expansion projects for the plants in Mexico, Peru, Thailand and Venezuela.

Depreciation expense of 19,554 thousand euros (2008: 14,897 thousand euros) has been charged in cost of goods sold and 3,006 thousand euros (2008: 2,372 thousand euros) in selling or administration costs.

Bank borrowings are secured on fixed assets for the value of 129,528 thousand euros (2008: 118,717 thousand euros) (Note 17).

Material fixed assets include the following amounts where the Group is a lessee under a finance lease:

		Thousand euros
	31.12.09	**31.12.08**
Cost capitalised finance leases	66,837	51,761
Accumulated depreciation	(9,895)	(6,263)
Net book value	**56,942**	**45,498**

The assets on finance lease are basically industrial premises and machinery.

6. Intangible assets

The details at December 31, 2009 and 2008 and the movement of the various categories is the following:

	Trademarks and licences	Computer programmes	Total
			Thousand euros
To January 1, 2008	**58**	**44**	**102**
Increases	-	970	**970**
Translation differences	-	(18)	**(18)**
Depreciation expense	(2)	(67)	**(69)**
To December 31, 2008	**56**	**929**	**985**
Cost	63	1,012	**1,075**
Accumulated depreciation	(7)	(83)	**(90)**
Net book value	**56**	**929**	**985**
To January 1, 2009	**56**	**929**	**985**
Increases	-	74	**74**
Disposals	-	(952)	**(952)**
Translation differences	-	62	**62**
Depreciation expense	(47)	(100)	**(147)**
To December 31, 2009	**9**	**13**	**22**
Cost	63	196	**259**
Accumulated depreciation and losses due to impairment	(54)	(183)	**(237)**
Net book value	**9**	**13**	**22**

All of the depreciation expense was recorded in administration charges. A sum of 952 thousand euros was recorded as a derecognition in 2009 as a result of charging to results the expenses incurred in the previous year for the introduction of a new computer system, the mentioned project having been abandoned.

7. Financial instruments by category

The accounting policies concerning financial instruments have been applied to the items detailed below:

				Thousand euros
December 31, 2008	**Loans and receivables**	**Available for sale**	**Derivative instruments**	**Total**
Assets in balance sheet				
Held-for-sale financial assets	-	16,043	-	**16,043**
Accounts receivable	33,873	-	-	**33,873**
Derivative financial instruments	-	-	1,161	**1,161**
Cash and cash equivalents	14,849	-	-	**14,849**
	48,722	**16,043**	**1,161**	**65,926**
December 31, 2009				
Assets in balance sheet				
Held-for-sale financial assets	-	15,485	-	**15,485**
Accounts receivable	57,493	-	-	**57,493**
Derivative financial instruments	-	-	40	**40**
Cash and cash equivalents	25,370	-	-	**25,370**
	82,863	**15,485**	**40**	**98,388**

The policy applicable to assets at fair value through profit or loss was applied to the assets referred to in Note 11, which did not show a balance at the end of the year 2009 and 2008.

Customers and receivables include balances for customers, miscellaneous debtors and receivables of related parties (Note 9).

Practically all financial liabilities, which to December 31, 2009 include borrowings of 159,473 thousand euros (2008: 167,293 thousand euros) and suppliers' balances and other payable accounts in the sum of 151,101 thousand euros (2008: 141,459 thousand euros), come into the category of other financial liabilities of IAS 39 and are recorded initially at fair value and subsequently at amortized cost. In 2009 financial liabilities also include 835 thousand euros of derivative financial instruments (2008: 1,557 thousand euros).

8. Available-for-sale financial assets

	Thousand euros
Balance to 1.1.2008	**26,646**
Increases	1,568
Disposals	(19,034)
Movements recorded in equity	6,147
Translation differences	716
Balance to 31.12.2008	**16,043**
Less: Non-current part	16,043
Current part	-
	16,043
Balance to 1.1.2009	**16,043**
Increases	262
Disposals	(153)
Monetary restatement	683
Impairment of value	(1,035)
Movements recorded in equity	69
Translation differences	(384)
Balance to 31.12.2009	**15,485**
Less: Non-current part	15,485
Current part	-
	15,485

The sum of 69 thousand euros recorded in equity related to the increase in the value of securities held at closing and the depreciation of acquisition premiums or costs. In 2008 the sum of 6,147 thousand euros included in movements of equity is for the increase in the value of securities held at closing in the sum of 2,848 thousand euros, the loss on the sale of financial instruments in the sum of 3,050 thousand euros (Note 24) and the depreciation of acquisition premiums or expenses for 249 thousand euros (Note 24).

All derecognitions in 2009 are for the depreciation of acquisition premiums or expenses (Note 24). In 2008 of the total derecognitions for the year a sum amounting to 6,751 thousand euros is for the enforcement of guarantees by the creditor Ivercaixa, C.A. as a result of failure by the Group to make payment on obligations contracted with the creditor (Note 17). The other disposals in the course of the year were for sales caused by the Group's cash needs.

Available-for-sale financial assets include the following:

	Thousand euros	
	2009	**2008**
ICCS or FIS – Acquisition price (1)	15,285	15,742
Reserve for reduction of fair value of ICCS	(1,758)	(1,435)
ICCS or FIS – net value	13,527	14,307
Shares in the company “Aéreo y Marítimo, Turismo y Servicios, C.A.” (2)	1,624	1,669
Others	334	67
	15,485	**16,043**

(1) To December 31, 2009 there are bonds issued by the Bolivarian Republic of Venezuela called “interest and covered capital securities” (ICCS) in US dollars, or “fixed interest securities” (FIS) in Bolivar Fuertes, with a fair value of 13,527 thousand euros (2008: 14,307 thousand euros), a face value of 14,312 thousand euros (2008: 14,667 thousand euros) and a net cost of acquisition expenses pending re-payment of 15,285 thousand euros (2008: 15,742 thousand euros). To December 31, 2009 there are bonds with a face value of 12,541 thousand euros (2008: 13,150 thousand euros) warranting debts with credit institutions in US dollars of 7,636 thousand euros (2008: 7,800 thousand euros).

To December 31, 2009 and 2008 the bonds pay interest at an annual rate which varies between 5.25% and 10.37% and have maturities between January 1, 2012 and December 31, 2019. The interest recognised in 2009 for these financial assets and that included in Note 11, presented in the section on financial income (Note 25), amounts to 892 thousand euros (2008: 1,660 thousand euros).

The maximum exposure to credit risk at the reporting date is the fair value of the debt securities.

None of these financial assets is either past due or impaired, given that the unrealised loss caused by the difference between the quoted value of the bonds at closing and their acquisition cost is considered recoverable.

(2) A share of 0.9% (2008: 2.43%) in the shipping company “Aéreo y Marítimo, Turismo y Servicios, C.A.”, with registered office in Venezuela and not quoted on any organised market. To December 31, 2009 the proportional share in the equity of the said company amounted to 1,526 thousand euros (2008: 2,200 thousand euros). In 2009 the Group has registered a loss due to impairment of the investment of 1,035 thousand euros on the basis that there was a significant and prolonged fall in its fair value. This amount has been recognised in the section “Other operating revenue (expense)” of the income statement (Note 24).

9. Trade and other receivables

The details to December 31, 2009 and 2008 are the following:

	Thousand euros	
	31.12.09	**31.12.08**
Trade receivables	34,827	24,868
Less: provision for losses due to impairment of receivables	(1,394)	(2,172)
Trade receivables – Net	33,433	22,696
Positive balances of other taxes	13,908	12,164
Miscellaneous debtors	16,326	7,110
Accounts receivable from related parties (Note 31)	7,734	4,067
Advance payments	5,787	7,890
Total	**77,188**	**53,927**
Less: non-current part	4,562	5,357
Current total	**72,626**	**48,570**

The details of positive balances of other taxes at the end of 2009 and 2008 are as follows:

	Thousand euros	
	31.12.09	**31.12.08**
Receivable balances on value added tax	11,509	10,993
Other tax credits	2,399	1,171
	13,908	**12,164**

The receivable balance for value added tax includes the balance held by the Group's Mexican subsidiaries of 9,561 thousand euros (2008: 7,543 thousand euros), caused to a great extent by this tax being charged at a rate of 0% on some principal products; this is generally recovered by way of set off against other types of tax.

To December 31, 2009 miscellaneous debtors contains principally a sum of 2,123 thousand euros (2008: 1,762 thousand euros) for interest accrued and pending payment on bonds issued by the Bolivarian Republic of Venezuela (Note 8); deposits in bahts in the sum of 5,197 thousand euros (2008: 2,616 thousand euros) which serve as guarantee for the legal proceedings referred to in Note 29.2; and advances and loans to employees in the sum of 1,886 thousand euros which do not pay interest at the end of the year and which mature in the short term (2008: 1,041 thousand euros). Miscellaneous debtors also contains 2,207 thousand euros (2008: 141 thousand euros) of credits granted to third parties which pay average annual interest between 6% and 8% (2008: 6%) and which have no specific guarantee.

The advance payments consist mainly of sums advanced to transporters and other suppliers on account of services to be provided or goods to be delivered in the short term.

The fair values of trade and other receivables at present do not significantly differ from their book value.

The maximum exposure to credit risk at the date of presentation of the information is the balance of customers and accounts receivable.

At year end the Group recognised a loss of 1,394 thousand euros (2008: 2,172 thousand euros) due to impairment of its trade receivables. The movement of the provision for impairment of trade receivables is the following:

	Thousand euros	
	31.12.09	**31.12.08**
Initial balance	**(2,172)**	**(2,275)**
Impairment of receivables (Note 21)	(998)	(957)
Reversion of impairment of receivables (Note 21)	299	300
Receivables derecognised due to unrecoverability	1,492	662
Translation differences	(15)	98
Final balance	**(1,394)**	**(2,172)**

The creation and release of provision for impaired receivables have been included under the heading "Selling costs" in the income statement. Amounts charged against the impairment loss account are normally derecognised when there is no expectation of recovering further cash. The balances provided are also entirely for mature debt of more than six months standing.

The receivable balances are in the following currencies:

	Countervalue in thousand euros	
	31.12.09	**31.12.08**
Mexican Peso	26,093	15,900
Nuevo sol	14,137	15,506
Bolivar Fuerte	6,654	7,266
US dollar	17,837	3,524
Baht	8,773	4,448
Other currencies	3,694	7,283
	77,188	**53,927**

As of December 31, 2009 trade receivables of 8,730 thousand euros (2008: 7,052 thousand euros) were past due but not impaired. These relate to a number of independent customers and debtors for whom there is no recent history of default. The ageing analysis of these trade receivables accounts is as follows:

	Thousand euros	
	31.12.09	**31.12.08**
Up to 30 days	5,653	4,357
From 31 to 60 days	1,252	848
From 61 to 90 days	337	435
More than 90 days	1,488	1,412
	8,730	**7,052**

10. Inventories

Details to December 31, 2009 and 2008 are as follows:

	Thousand euros	
	31.12.09	**31.12.08**
Raw materials and consumables	56,064	53,436
Finished products	10,618	11,935
Advance payments	20,010	9,215
Work in progress	7,643	3,576
Impairment loss provisions	(1,465)	(541)
	92,870	**77,621**

Advance payments include payments made for purchases from suppliers in order to guarantee the supply of raw materials and spare parts.

Movement of the provision for impairment of stocks is as follows:

	Thousand euros	
	31.12.09	**31.12.08**
Initial balance	**(541)**	**(266)**
Impairment of stocks, charged to selling costs	(2,462)	(386)
Reversion of amounts not used, credited to selling costs	1,579	72
Translation differences	(41)	39
Final balance	**(1,465)**	**(541)**

Practically all consumption of stocks has been recorded under the heading “Cost of goods sold”.

In addition to the purchase agreements for raw materials described in Note 30 a), stock purchase / sale undertakings at the end of the year are normal for the business, the Group expects that performance of the same will not cause losses.

11. Other financial assets at fair value through profit or loss

	Thousand euros
Balance to 1.01.08	**1,155**
Increases	4,289
Disposals	(5,029)
Change of fair value (Note 24)	(300)
Translation differences	(115)
Balance to 31.12.08	**-**

	Thousand euros
Balance to 1.01.09	**-**
Increases	13,311
Disposals	13,311
Balance to 31.12.09	**-**

In the year 2009 the Group acquired bonds issued by the Bolivarian Republic of Venezuela, in bolivars, to swap them later for American Treasury Bonds. The Group later sold those American Treasury Bonds obtaining US dollars which were used to pay suppliers. As a result of these swaps the Group has suffered losses on foreign exchange which are included in Operational losses in transactions in foreign exchange losses (Note 25).

As of January 1, 2008 this category of assets was made up of bonds issued by the Bolivarian Republic of Venezuela in dollars with an acquisition cost of 1,562 thousand euros and a fair value based on the quoted price at closing of 1,155 thousand euros.

These bonds paid interest at an annual rate of between 5.25% and 11.98% and had maturities between January 1, 2017 and December 31, 2019. All financial instruments at fair value through profit or loss were liquidated in 2008.

Acquisitions and sales of other financial assets at fair value through profit or loss have been included in the investment activities section of the cash flow statement.

12. Derivative financial instruments

The details of derivative financial instruments at fair value are as follows:

	Thousand euros			
	31.12.09		31.12.08	
	Assets	Liabilities	Assets	Liabilities
Cross Currency Swap	-	728	-	1,314
Exchange rate futures contracts	40	107	1,161	243
	40	**835**	**1,161**	**1,557**
Non-current part	-	-	-	1,314
Current part	**40**	**835**	**1,161**	**243**

Under the CCS (cross currency swap) it is agreed to pay a financial institution a TIIE variable rate at 91 days with a spread of 386 base points with a notional amount of 1,070,100 thousand Mexican pesos; receiving a Libor variable rate at 91 days on a notional amount of 1,000,000 thousand Mexican pesos. The CSC matures in July 2010 and its fair value (liability) to December 31, 2009 is 13,616 thousand Mexican pesos (728 thousand euros) (2008: 25,589 thousand Mexican pesos (1,314 thousand euros)).

The exchange rate futures contracts are made up principally of a Collar type derivative with foreign currency options. The Collar is made up European call, put and digital type options with notional amounts equivalent to 11,250, 8,750 y 2,625 thousand US dollars respectively with maturity in January 2010. To December 31, 2009 their fair value (liability) amounts to 754 thousand Mexican pesos (40 thousand euros) (2008: 22,613 thousand Mexican pesos (1,161 thousand euros)).

Both derivative financial instruments were contracted in the context of the syndicated loan agreement signed in 2008 by the subsidiary Ajegroup, S.A. de C.V. (Note 17).

The Group also identified embedded exchange rate derivatives associated with an operating lease contract signed in 2008 and in force in 2009 whose income is in US dollars, entered into by parties whose functional currency is the Mexican peso. These embedded derivatives have been separated from the host contract and been valued at fair value (liability) to December 31, 2009 at 1,479 thousand Mexican pesos (107 thousand euros) (2008: 4,742 thousand Mexican pesos (243 thousand euros)).

Movement of derivatives to December 31, 2009 and 2008 is the following:

			Thousand euros
	Cross-currency swap	Exchange rate futures contracts	Total
Balance to 1.01.08	-	-	-
Credited (charged) to financial results (Note 25)	(1,563)	1,091	**(472)**
Translation differences	249	(173)	**76**
Balance to 31.12.08	**(1,314)**	**918**	**(396)**
Balance to 1.01.09	**(1,314)**	**918**	**(396)**
Credited (charged) to financial results (Note 25)	603	(964)	**(361)**
Translation differences	(17)	(21)	**(38)**
Balance to 31.12.09	**(728)**	**(67)**	**(795)**

The Group's derivative financial instruments are contracted for hedge purposes from a financial point of view, although variations in the fair value are imputed to the income statetement, as not all of the requirements described in Note 2.10 for the application of hedge accounting are met.

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13. Cash and cash equivalents

	Thousand euros	
	31.12.09	**31.12.08**
Savings banks and banks	24,800	11,653
Short term deposits in financial institutions	570	3,196
	25,370	**14,849**

Short term deposits in financial institutions are represented by fixed yield investments which pay annual interest at 3.6% (2008: 7% and 8%) with maturity in the first quarter of 2010 (2008: first quarter of 2009).

The deposits are in the following currencies:

	Thousand euros	
	31.12.09	**31.12.08**
US dollars	158	-
Bolivars	382	-
Mexican pesos	-	3,184
Euros	30	12
	570	**3,196**

There are no bank overdrafts at the end of either of the years.

14. Share capital

The movement of the share capital is the following:

	Nº shares	**Par value (euros)**	**Total share capital (thousand euros)**
To December 31, 2007	**8,145,427**	**1**	**8,145**
Equity issue registered 04/09/08	1,721,055	1	9,866
To December 31, 2008	**9,866,482**	**1**	**9,866**
To December 31, 2009	**9,866,482**	**1**	**9,866**

The total number of shares in circulation at December 31, 2009 and 2008 is 9,866,482 with a par value of 1 euro per share. All of the shares issued have been fully paid.

There have been no increases of capital in 2009. In 2008 the following increase of capital took place:

At December 29, 2007 the Sole Shareholder decided to carry out an increase of capital for the sum of 1,721 thousand euros by creating 1,721,055 shares of 1 euro par value each one. The said issue was recorded in a public document on December 31, 2007 and registered in the Mercantile Register on 4 September 2008, although it was completely taken and paid up at the end of the year. The increase was recorded as share capital in progress on December 31, 2007 as its entry in the register was still pending. Once the issue was completed in September 2008 the corresponding amount was transferred to share capital, the number of shares in circulation amounts to 9.866.482 and the share capital amounts to 9,866 thousand euros.

At December 18, 2008 the Sole Shareholder adopted the decision to change the corporate form from a public limited company (Sociedad Anónima) to private limited company (Sociedad de responsabilidad limitada). This modification was registered in the Mercantile Register on 14 January 2009.

The detail of shareholders with holdings equal to or greater than 10% is the following:

	Aje Netherlarnds Cooperatief, U.A.	Duinsand, B.V.	Rozenboom, B.V.	Pellenaer, B.V.	Galstaff, B.V.
As of 31.12.2008	100%	-	-	-	-
As of 1.12.2009	10%	22.4999%	22.4999%	22.4999%	22.4999%

Up to December 21, 2009 Aje Netherlands Cooperatief U.A. held 100% of the Company's share capital, having been registered in the Mercantile Register as a sole shareholder company. The only contracts or transactions with this company are those indicated in Note 31 c).

The Company is ultimately controlled by Mr. Ángel Eduardo Añaños Jeri, Mr. Álvaro Nivardo Añaños Jeri, Mr. Arturo Fernando Añaños Jeri and Mr. Carlos Enrique Añaños Jeri, all members of the Board of Directors.

15. Availability of and restrictions on reserves and retained earnings

Translation differences arise on conversion by foreign entities of their functional currency to the presentation currency. There is no associated tax component.

The revaluation reserve belongs to the latent capital loss in the held-for-sale financial assets contributed by Ajeven C.A. (Note 8), net of the amount for the minority interest (429 thousand euros to December 31, 2009 and 526 thousand euros to December 31, 2008).

Retained earnings at December 31, 2009 and 2008 include 16,621 thousand euros for reserves registered as a consequence of the acquisition of subsidiaries. The sum represents a voluntary reserve by the Company. The retained earnings do not include the effect of the revaluation reserve of held-for-sale financial assets of Ajeven, C.A. on the date of this company coming within the perimeter of consolidation for 5,371 thousand euros (capital loss).

The Company pays dividends to shareholders. Any dividends it distributes are subject to the limitations and restrictions of the Spanish Public Limited Companies Act (PLCA), which are also applicable to private limited companies for these purposes. In accordance with current regulations the maximum amounts to be distributed and the limitations and restrictions applicable are based on the amounts presented by the Company in its individual financial statements prepared under Accounting Principles and Rules Generally Accepted in Spain.

In accordance with article 214 of the PLCA a sum equal to 10% of the profit from the Company's year must be posted into the legal reserve until it reaches at least 20% of the share capital. It can't be distributed and if it is used to offset losses, if there are no other available reserves sufficient for such purposes, it must be replaced by future profits.

The proposal for distribution of the result of 2009 and other reserves of the dominant company to be presented to the Shareholders' General Meeting, and the distribution approved in 2008, are the following:

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	Thousand euros	
	31.12.09	**31.12.08**
Basis of distribution		
Result for the year, profit (loss)	6,962	(130)
Distribution		
Retained earnings (negative results of previous years)	6,962	(130)

16. Suppliers and payable accounts

	Thousand euros	
	31.12.09	**31.12.08**
Trade suppliers and creditors	112,149	112,766
Debts with related parties (Note 31)	14,712	13,957
Other taxes payable and debts to Social Security	14,940	10,100
Other accounts payable	9,300	4,636
Total	**151,101**	**141,459**
Less: non-current part	514	2,706
Current part	**150,587**	**138,753**

At December 31, 2009 the section for debts with related parties contains 812 thousand euros for a loan granted by one of the directors (2008: 1,021 thousand euros). This loan does not pay interest and matures in 2010.

The most important sum included in the section for other taxes payable and debts to social security is the debt for value added tax to December 31, 2009 for 3,864 thousand euros (2008: 4,149 thousand euros).

The payable accounts are in the following currencies:

	Countervalue in thousand euros	
	31.12.09	**31.12.08**
Mexican peso	12,945	7,066
Nuevo sol	15,598	12,742
US dollar	80,691	86,759
Euro	6,306	5,664
Bolivar fuerte	17,401	12,677
Baht	8,796	7,014
Colombian peso	6,116	5,738
Other currencies	3,248	3,799
	151,101	**141,459**

17. Borrowings

Details to December 31, 2009 and 2008 are as follows:

	Thousand euros	
	31.12.09	**31.12.08**
Non-current		
Loans with credit institutions	64,116	80,389
Finance lease liabilities	24,628	22,009
Documents to pay (bank promissory notes for purchase of fixed assets)	4,080	6,561
	92,824	**108,959**
Current		
Loans with credit institutions	54,157	45,550
Finance lease liabilities	8,842	7,956
Documents to pay (bank promissory notes for purchase of fixed assets)	3,650	4,828
	66,649	**58,334**
Total borrowings	**159,473**	**167,293**

In accordance with Note 2.14 the debt's book value is presented net of transaction costs. To December 31, 2009 a sum of 1,382 thousand euros for commissions pending attribution to results relating to the granting of the syndicated loan referred to above reduces the balance of loans with credit institutions (2008: 1,624 thousand euros).

To December 31, 2009 the undrawn limit on short term lines of credit amounts to 42,164 thousand euros (2008: 13,167 thousand euros).

To December 31, 2009 and 2008 the exposure of the Group's borrowings to interest rate changes (see Note 3.a) and the contractual repricing dates at the end of the reporting period are as follows:

Total borrowings				**Thousand euros**
	No interest	**From 0 to 6 months**	**Fixed rate**	**Total**
To December 31, 2008	787	70,908	95,598	**167,293**
To December 31, 2009	-	65,432	94,041	**159,473**

The maturity of the book amount (amortised cost) of non-current is as follows:

To December 31, 2009				**Thousand euros**
	2011	**2012-2014**	**2015 onwards**	**Total**
Loans with credit institutions	28,257	35,859	-	**64,116**
Finance lease liabilities	9,235	14,481	912	**24,628**
Documents to pay (bank promissory notes for purchase of fixed assets)	2,097	1,983	-	**4,080**
	39,589	**52,323**	**912**	**92,824**

To December 31, 2008				
	2010	**2011-2013**	**2014 onwards**	**Total**
Loans with credit institutions	35,133	45,256	-	**80,389**
Finance lease liabilities	13,987	8,022	-	**22,009**
Documents to pay (bank promissory notes for purchase of fixed assets)	3,739	2,822	-	**6,561**
	52,859	**56,100**	**-**	**108,959**

The effective rates of interest applicable at the end of the year were the following, according to the currency of the borrowing:

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To December 31, 2009	US$	Mex. pesos	Bolivars	Nuevo Sol	Other
Loans with credit institutions	3.73%	7.43%	19.08%	4.88%	9.00%
Finance leases	8.62%	-	-	8.61%	7.13%
Documents to pay	4.29%	-	-	7.85%	6.07%

To December 31, 2008	US$	Mex. pesos	Bolivars	Nuevo Sol	Others
Loans with credit institutions	8.10%	12.27%	22.42%	9.55%	9.96%
Finance leases	8.44%	-	-	8.73%	6.46%
Documents to pay	4.76%	-	-	7.85%	6.14%

The book values and their corresponding fair values to December 31, 2009 and 2008 are as follows:

	Thousand euros	
To December 31, 2009	**Book value**	**Fair value**
Loans with credit institutions	118,273	117,008
Finance leases	33,470	30,986
Documents to pay	7,730	7,730
	159,473	**155,724**

	Thousand euros	
To December 31, 2008	**Book value**	**Fair value**
Loans with credit institutions	125,939	124,502
Finance leases	29,965	25,517
Documents to pay	11,389	11,389
	167,293	**161,408**

The book value of the Group's borrowings to December 31, 2009 and 2008 is in the following currencies:

	Countervalue in thousand euros	
	31.12.09	**31.12.08**
US dollar	74,800	92,767
Mexican peso	27,927	32,844
Bolivar Fuerte	30,952	17,637
Quetzal	1,162	5,308
Nuevo sol	16,519	14,487
Thai Baht	4,449	308
Other currencies	3,664	3,942
	159,473	**167,293**

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Finance lease debts may be analysed as follows:

	Thousand euros	
	31.12.09	**31.12.08**
Finance lease liabilities: minimum payments by lease:		
Less than one year	11,456	9,348
Between 1 and 5 years	27,534	26,028
More than 5 years	983	-
	39,973	**35,376**
Future financial charges under finance leases	(6,503)	(5,411)
Current value of liabilities under finance leases	**33,470**	**29,965**

In accordance with the contractual terms of the long term bank loans the Group is obliged to comply with certain covenants, including compliance with the following ratios, determined on the basis of the annual financial statements of the subsidiaries referred to and, in the case of Ajeper and Ajegroup, subject to their respective local accounting rules:

	Ajeper, S.A.	Ajegroup, S.A. de C.V.	ATIC (consolidated)
Debt affected, in thousand euros, to 31.12.2009	**15,032**	**58,642**	**58,642**
Debt coverage [1]	<2.5	<3.75	<3.25
Interest coverage [2]	>5	>2	>2.5
Direct liabilities / Equity	<1.75	-	-
Current assets / Direct current liabilities	>1.25	-	-
Debt service coverage [3]	>1.5	-	-
Equity	-	>778 MX$	>56 million €

	Ajeper, S.A.	Ajegroup, S.A. de C.V.	ATIC (consolidated)
Debt affected, in thousand euros, to 31.12.2008	**15,657**	**69,005**	**69,005**
Debt coverage [1]	<4	<4.25	<3.75
Interest coverage [2]	>5	>1.25	>2.25
Direct liabilities / Equity	<2	-	-
Current assets / Direct current liabilities	>1	-	-
Debt service coverage [3]	>1.5	-	-
Equity	-	>778 MX$	>56 million €

[1] Liabilities with interest / EBITDA (result prior to interest, taxes, depreciation and re-payment).
[2] EBITDA / Interest costs
[3] EBITDA / (Interest costs + repayment of debt)

Breach of the contractual covenants entitles the financial institutions to seek the early reimbursement of the amounts pending.

All of these obligations were complied with from the date of granting of the loans to the ending date of 2008. The Group did not reach some of the financial obligations applicable to the leaseback contract with balance 15,032 thousand euros at the end of the year, on the measurement dates of June 30, 2009, September 30, 2009 and December 30, 2009. The Group was also in breach of certain formal obligations laid down in the syndicated loan with balance 58,642 thousand euros on closing. The appropriate waivers were obtained from the financial institutions, and hence on December 31, 2009 the said balances are classified according to their original contractual maturities, basically as non-current liabilities.

Principal refinancing operations of 2008

1. Ajegroup, S.A. de C.V

Ajegroup, S.A. de C.V. signed a loan agreement with Citibank, Banamex, Rabobank and other financial institutions on February 7, 2008 in the form of a "Syndicated Loan", with the corporate guarantee of: ATIC (Grupo Embotellador Atic, S.A. at that time), Ajeven, C.A, Ajegroup Belgium, S.A., Ajeper, S.A., Ajemaya, S.A., Ajethai, Co., Ltd, Ajemex, S.A. de C.V., Cocentro, S.A. de C.V. and Inmobiliaria Alpamayo, S.A. de C.V.

This operation came into being on July 11, 2008. The amount of the loan is 50 million US dollars (USD$) and 671.4 million Mexican pesos (MX$), divided into two tranches:

- USD$ 50 million and MX$ 516.4 million payable in 5 years, with six-monthly repayments of variable repayment percentage during the loan. These resources were used to pre-pay the existing debts of Ajemex, S.A. de C.V. and Alpamayo, S.A. de C.V, (subsidiaries of Ajegroup, S.A. de C.V.) to banks and to machinery suppliers falling due in the short term.

- MX$ 155 million payable at 3 years, with a single payment at the end of the period. The resources were used as working capital.

The rate of interest applicable to the loan depends on the "Debt / Ebitda" indicator of Ajegroup, S.A. de C.V. and dependent companies; if the indicator is greater than 3 the rate is Libor or TIEE+350 base points (Libor being applicable to the US dollar tranche, and TIIE applicable to the debt in Mexican pesos), and if it is less it will be +250.

The loan is warranted by: 1) non-possessory pledge of current assets, 2) irrevocable fiduciary guarantee over fixed assets and property and 3) pledge of the shares of Grupo Embotellador Atic, S.L. (Grupo Embotellador Atic, S.A. at that time) and of the dependent companies referred to at the beginning of this Note.

A series of restrictions on the financing, investment and other activities of the Group was also imposed which included:

- Making investments in fixed assets above certain amounts, if the "Debt / Ebitda" indicator of the consolidated groups of Ajegroup, S.A. de C.V. and ATIC is over 3 and 2.5 respectively.
- Contract additional finance for the purchase of assets, in an aggregate amount in excess of 10 million US dollars.
- Give special endorsements, mortgages, pledges or other security, other than those necessary in the normal course of business, those relating to taxes or other government charges, or those related to the obtaining of finance, if in the latter case the market value of the assets mortgaged or pledged exceeds 10 million US dollars.
- Carry out corporate operations which involve loss of control over or the disappearance of any subsidiary or of substantially all of the business or assets of any subsidiary.
- Dispose by direct or indirect sale, lease or other means of assets other than stocks for an aggregate amount in excess of 5 million US dollars.
- Declare or pay any dividend, separate assets, or permit the purchase, redemption, withdrawal or other acquisition of any share capital, or make or permit any other distribution, whether in cash or kind.
- Make any disposal, loan credit, capital contribution, acquisition of capital securities, bonds, promissory notes, debentures or other debt instruments except for:
    - Trade credits in the normal course of business
    - Investments equivalent to cash
    - Investments in subsidiaries completely controlled by the Group
- Carry out operations with related parties not in the normal course of business and not at arm's length
- Carry on business activities other than those carried on at present.
- Carry out sale / leaseback operations.
- Enter into "swap" contracts other than those required by the syndicated loan contract itself.

The terms and restrictions of this contract were amended after the date of the balance sheet (Note 33.1).

2. Ajeper, S.A.

Ajeper, S.A. signed a sale and leaseback contract with Banco Internacional del Perú on June 30, 2008 over the property, machinery and equipment making up the subsidiary's beer plant. The amount of finance granted was USD$ 27.2 million, and the purpose of the funds was to reorganise the short term credits of Ajeper, S.A. with various credit institutions in such a way as to permit the subsidiary to balance its cash flow generation with the payment of the debt.

The term of the credit is 60 months, with a period of grace for repayment of the principal of 6 months from June 30, 2008. The agreed annual rate of interest is 8.75%.

The contract is warranted by the assets of the beer plant and by a promissory note signed in favour of the creditor loan and by a pledge or chattel mortgage agreement in favour of the creditor over all of the distinctive signs entered in the Intellectual Property Register of Peru identifying beers, malt beers and neighbouring products made in the production unit of the brewery business.

Both debts impose compliance with certain obligations including financial obligations referred to in the appropriate section.

Other information

In September 2008 Ajemex, S.A. de C.V, failed to pay an instalment on the obligations contracted with the creditor Ivercaixa, C.A. and as a result of the delay the creditor enforced the security given by Ajeven, C.A. consisting of bonds of the Bolivarian Republic of Venezuela (Note 8) with a book value of 20,503 thousand Bolivar Fuertes (6,751 thousand euros) and the interest on those investments of 1,147 thousand Bolivar Fuertes (378 thousand euros). After the enforcement of this guarantee the debt was cancelled.

18. Deferred income tax

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	Thousand euros	
	31.12.09	**31.12.08**
Deferred tax assets:		
– Deferred tax assets to be recovered in more than 12 months	9,018	2,937
– Deferred tax assets to be recovered in 12 months or less	750	849
	9,768	**3,786**
Deferred tax liabilities:		
– Deferred tax liabilities to revert in more than 12 months	(10,440)	(8,409)
– Deferred tax liabilities to revert in 12 months or less	(2,802)	(3,714)
	(13,242)	**(12,123)**
Deferred taxes (net)	**(3,474)**	**(8,337)**

The movement of deferred tax accounts was the following in 2009 and 2008:

	Thousand euros	
	31.12.09	**31.12.08**
Initial balance	**(8,337)**	**(9,908)**
Translation differences	(527)	959
Monetary restatement	(4,680)	-
Credit to income statement (Note 26)	10,070	612
Final balance	**(3,474)**	**(8,337)**

Movements of deferred tax assets and liabilities in 2009 and 2008, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

					Thousand euros
Deferred tax liabilities	**Fixed assets**	**Stocks**	**Receivables**	**Others**	**Total**
To January 1, 2008	7,710	290	20,802	776	**29,578**
Charge / (credit) to income statement	(1,107)	6,105	(19,705)	946	**(13,761)**
Translation differences	(119)	(1,107)	(646)	(17)	**(1,889)**
To December 31, 2008	**6,484**	**5,288**	**451**	**1,705**	**13,928**
To January 1, 2009	**6,484**	**5,288**	**451**	**1,705**	**13,928**
Charge / (credit) to income statement	2,760	(1,063)	(56)	(997)	**643**
Translation differences	341	170	-	15	**526**
Monetary restatement	3,428	(17)	-	(77)	**3,335**
To December 31, 2009	**13,013**	**4,378**	**395**	**646**	**18,432**

Deferred tax assets	**Fixed assets**	**Tax loss carry forwards**	**Accrued provisions and costs**	**Account payable**	**Stocks**	**Tax credit on distribution of dividends**	**Others**	**Total**
To January 1, 2008	-	702	131	17,731	-	-	1,106	**19,670**
Reclassifications	256	-	-	-	-	-	(256)	**-**
Charge / (credit) to income statement	1,935	517	1,109	(16,464)	-	-	(246)	**(13,149)**
Translation differences	(130)	(195)	(8)	(471)	-	-	(126)	**(930)**
To December 31, 2008	**2,061**	**1,024**	**1,232**	**796**	**-**	**-**	**478**	**5,591**
To January 1, 2009	**2,061**	**1,024**	**1,232**	**796**	**-**	**-**	**478**	**5,591**
Charge / (credit) to income statement	(700)	(418)	1,374	1,092	939	7,965	461	**10,713**
Translation differences	(29)	(30)	30	30	(1)	-	(1)	**(1)**
Monetary restatement	(1,257)	-	93	20	(203)	-	2	**(1,345)**
To December 31, 2009	**75**	**576**	**2,729**	**1,938**	**735**	**7,965**	**940**	**14,958**

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Temporary differences in fixed assets are due principally to the revaluations carried out on certain elements (including that caused by Venezuela being considered a hyperinflationary economy, Note 13) and to differences between useful lives for accounting and for tax purposes. Differences in stocks are basically due to the tax treatment of the cost of inventories in different countries, which allow them to be imputed to results for tax purposes at the time of purchase, instead of when they are imputed to results for accounting purposes.

To December 31, 2007 temporary differences arose in accounts payable and accounts receivable basically due to the entry into force of the Single Rate Business Tax (SRBT) in Mexico, which is determined on the basis of results calculated from cash flow. During 2008, due to the fact that the financial circumstances of the subsidiary affected changed, it was determined based on financial and tax projections that it would incur Income Tax (IT) and not SRBT. Therefore during 2008 SRBT deferred tax assets / liabilities accumulated up to December 2007 were cancelled with charge / credit to results and the corresponding assets / liabilities for IT were recognised at the difference between the accounting and tax value of the assets and liabilities. In 2009, as in 2008, it was estimated that the subsidiary would pay Income Tax (IT) and not SRBT.

The tax credit on distribution of dividends is recognised for profits pending distribution at the end of the year in Malta. The Group has the intention and the capacity to recover this credit in 2011 once the tax on profits in the said jurisdiction has been settled (Note 26) and payment of dividends by the subsidiary has been ordered.

Deferred tax assets for tax loss carry forwards are recognised to the extent that the corresponding tax benefit will probably be realised by way of future tax benefits. To December 31, 2009 the Group had registered tax loss carry forwards deriving basically from past losses incurred in the subsidiaries of Mexico and Colombia (2008: only Mexico); the date of expiry of these credits is as follows:

	Thousand euros	
Expiry:	**2009**	**2008**
2011	52	-
2016	286	1,024
No limit	238	-
Total	**576**	**1,024**

The Group has not recognised deferred tax assets (see Note 4.1) for 600 thousand euros (2008: 3,081 thousand euros) in respect of losses of 2,252 thousand euros (2008: 10,270 thousand euros), with maturity between 2010 and 2011 (2008: between 2009 and 2016); nor deferred tax assets had been recognised in 2008 for 676 thousand euros in respect of losses of 2,253 thousand euros without limit of maturity. In 2009 the unrecognised assets were mainly of the subsidiaries in Central America (2008: Central America and Colombia).

Deferred tax liabilities in the sum of 3,384 thousand euros (2008: 3,384 thousand euros) deriving from the difference between the book value of the financial investments in subsidiaries and their tax value recognsied in equity (see Note 15) have not been recognised due to the fact that the parent Company is able to control the time of reversion of the temporary difference and the difference will probably not revert in the foreseeable future.

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19. Provisions forliabilities and charges

Details and movements to December 31, 2009 and 2008 are as follows:

			Thousand euros
	Employee share in profit	Legal and other contingencies	Total
To January 1, 2008	**1,751**	**224**	**1,975**
Charge to income statement:			
– Additional provisions	1,128	975	**2,103**
– Reversions	-	(172)	**(172)**
–Used	(101)	(132)	**(233)**
Translation differences	(18)	(54)	**(72)**
To December 31, 2008	**2,760**	**841**	**3,601**
To January 1, 2009	**2,760**	**841**	**3,601**
Charge to income statement:			
– Additional provisions	1,687	3,552	**5,239**
– Reversions	-	(167)	**(167)**
–Used	(235)	-	**(235)**
Monetary restatement	-	(11)	**(11)**
Translation differences	105	(4)	**101**
To December 31, 2009	**4,317**	**4,211**	**8,528**

	Thousand euros	
	31.12.09	**31.12.08**
– Non-current	2,852	2,562
– Current	5,676	1,039
	8,528	**3,601**

(a) Employee shares in profit

The employees of some subsidiaries receive a bond based on the results of the subsidiary once certain adjustments have been made, coinciding in practical terms with those made for the purposes of determining the tax base for income tax. This provision includes the amount to credit in future years, accrued but not yet liquidated.

(b) Legal and other contingencies

To December 31, 2009 this section basically contains the provision of 3,542 thousand euros registered in relation to Excise Tax (Note 29.1).

20. Ordinary income

All ordinary income in the years ended on December 31, 2009 and 2008 are for sales of goods.

The distribution of the sale of goods by geographical market is the following:

	Thousand euros	
	31.12.09	**31.12.08**
Mexico	238,230	266,567
Peru	136,972	134,980
Thailand	93,733	63,135
Ecuador	41,458	36,784
Guatemala	22,918	21,672
Venezuela	146,008	107,406
Honduras	4,153	7,031
Costa Rica	9,396	7,491
Colombia	93,705	49,306
Nicaragua	10,786	9,482
El Salvador	2,615	4,310
	799,974	**708,164**

The distribution of income by activity is the following:

	Thousand euros	
	31.12.09	**31.12.08**
Soft drinks and juices	757,645	672,716
Beer	20,322	22,217
Water	18,903	12,458
Others (milk products, Alcopops, Snacks)	3,104	773
	799,974	**708,164**

21. Expenses by nature

	Thousand euros	
	31.12.09	**31.12.08**
Amortization and depreciation (Notes 5 and 6)	22,707	17,338
Staff costs (Note 22)	88,563	72,958
Raw materials and consumables used	430,684	378,636
Transport	61,027	58,176
Advertising costs	18,283	27,107
Board of directors fees / remuneration (Note 31)	1,549	3,265
Impairment of receivables net of reversion (Note 9)	699	657
Professional services	11,085	22,062
Leases rent	13,350	10,482
Electricity	14,634	14,036
Other taxes	6,951	5,067
Travelling expenses	2,721	3,372
Other expenses	42,527	42,978
	714,780	**656,134**

These expenses have been classified as followed in the income statement:

	Thousand euros	
	31.12.09	**31.12.08**
– Cost of goods sold	526,351	447,493
– Selling costs	113,506	123,146
– Administrative costs	74,923	85,495
	714,780	**656,134**

22. Staff costs

Staff costs as of December 31, 2009 and 2008 are set out below:

	Thousand euros	
	31.12.09	**31.12.08**
Wages and salaries	73,299	60,841
Severance pay	607	863
Third party administrative services	14,657	11,254
	88,563	**72,958**

Third party administrative services are paid to non-related companies which provide staff-related services to the Group companies.

In order to reduce costs the Group carried out a restructuring plan from August 2008 which involved the loss of 1.028 jobs in various countries. Restructuring costs, which consisted entirely of severance pay to employees, amounted to 847 thousand euros and were incurred and recorded in 2008. No restructuring plans have been carried out in 2009.

The average number of employees by category is given below:

2008	Men	Women	Total
Management	36	5	**41**
Administration	1,283	413	**1,696**
Sales	2,212	489	**2,701**
Production	2,003	50	**2,053**
Total	**5,534**	**957**	**6,491**

2009	Men	Women	Total
Management	30	11	**41**
Administration	1,035	344	**1,379**
Sales	2,241	337	**2,578**
Production	2,910	108	**3,018**
Total	**6,216**	**800**	**7,016**

This figure includes both employees directly employed by the companies of the Group and those who provide services through employment agencies.

The board of directors has been made up entirely of men since the company was incorporated.

23. Operating leases

Minimum future payments for assets on non-cancellable operating leases to December 31, 2009 and 2008 are the following:

	Thousand euros	
	31.12.09	**31.12.08**
Less than 1 year	6,710	5,658
Between 1 and 5 years	4,207	4,298
	10,917	**9,956**

The Group basically leases machinery and distribution warehouses. The cost recognised in the income statement during 2009 for operating leases amounts 13,350 thousand euros. (2008: 10,482 thousand euros).

During 2008 Ajemex, S.A. de C.V. signed various contracts with Tetrapak, S.A de C.V. for the leasing of machinery used for the treatment and packaging of juices for a total of 2,431 thousand euros in 72 fixed monthly payments. The company identified embedded derivatives for the monetary component associated with these contracts (Note 12).

24. Other operating income (expenses)

The details of this item for the years ended on December 31, 2009 and 2008 are as follows:

	Thousand euros	
	2009	**2008**
Profit on sale of fixed assets	273	-
Loss for decreases of intangible fixed assets	(952)	-
Other income	278	1,487
Loss in the year on held-for-sale assets (Note 8)	(1,118)	(3,299)
Loss in the fair value of other financial assets at fair value through profit or loss (Note 11)	-	(300)
Other expenses	(1,024)	(560)
	(2,543)	**(2,672)**

25. Financial result

The financial result as of December 31, 2009 and 2008 is as follows:

	Thousand euros	
	31.12.09	**31.12.08**
Financial expenses:		
- Interest on loans with credit institutions	(18,093)	(22,524)
- Bank commissions expense	(2,196)	-
	(20,289)	(22,524)
Net profits / (losses) on foreign currency transactions:	5,846	(11,041)
Net losses on derivative financial instruments (Note 12)	(361)	(472)
Financial expenses	**(14,804)**	**(34,037)**
Interest income:		
- Investments in ICCS or FIS bonds (Note 8)	892	1,660
- Miscellaneous debtors	1,140	632
	2,032	2,292
Monetary earnings of the year (Monetary restatement)	5,634	-
Financial income	**7,666**	**2,292**
Financial result	**(7,138)**	**(31,745)**

26. Income tax expense

	Thousand euros	
	31.12.09	**31.12.08**
Current tax	(26,173)	(8,150)
Deferred tax (Note 18)	10,070	612
	(16,103)	**(7,538)**

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to the consolidated companies' profits as follows:

	Thousand euros	
	31.12.09	**31.12.08**
Pre-tax profit (loss)	**75,513**	**17,613**
Tax calculated at national tax rates applicable to profits in the respective countries	(22,298)	(5,354)
Result free of taxes	945	969
Expenses not deductible for tax purposes	(4,044)	(539)
Losses for which a deferred tax asset has not been recognised	(89)	(2,160)
Use of losses not previously recognised	2,325	76
Other charges assimilable to corporation income tax	(1,960)	(1,099)
Tax profits	8,906	2,500
Revaluation of deferred taxes	112	(1,931)
Tax expense	**(16,103)**	**(7,538)**

The weighted average tax rate applicable in 2009 was 31% (2008: 30%). The variation is due to the greater participation in the consolidated results generated in the year of subsidiaries with higher tax rates.

In 2009 tax benefits refer to the tax credit on distribution of dividends in the sum of 7,965 thousand euros recorded in 2009 (Note 18); and to the tax deductions and exemptions for investments made principally in Colombia (2008: Colombia, Venezuela and Thailand).

Other charges assimilable to corporate income tax contain basically non-recoverable retentions made in certain countries on provisions of services charged for by the Company.

In 2008 the revaluation of deferred taxes included mainly the restructuring of the deferred tax liabilities for SRBT and IT (Note 18).

The use of unrecognised losses is mainly for the tax losses in Colombia, Costa Rica and Nicaragua not recognised in previous years.

Current corporate income tax pending payment to December 31, 2009 amounts to 15,444 thousand euros (2008: 1,486 thousand euros). To December 31, 2009 9,708 thousand euros are recognised as a non-current liability as they are payable in 2011 because there is a tax extension in Malta associated with the commencement of activities in that country. To December 31, 2008 the debt for income tax was classified as current in its entirety. To December 31, 2009 there are also current tax assets for the sum of 5,064 thousand euros (2008: 6,243 thousand euros). The amounts to be received or paid are made up of the current tax charge for the financial year net of any payments on account.

27. Net foreign exchange gains/(losses)

Exchange differences (charged)/credited in the income statement are included in their entirety in the financial results (Note 25).

28. Cash generated from operations

	Thousand euros	
	31.12.09	**31.12.08**
Profit (loss) of the year	**59,410**	**10,075**
– Corporate income tax (Note 26)	16,103	7,538
– Depreciation of property, plant and equipment (Note 5)	22,560	17,269
– Depreciation of intangible assets (Note 6)	147	69
– Profit (loss) due to decreases of intangible fixed assets (Note 24)	679	-
– Losses due to the sale and impairment of held-for-sale financial assets (Note 8 and 24)	1,118	3,299
– Loss on other financial assets at fair value through profit or loss (Note 11 and 24)	-	300
– Loss on the fair value of derivative financial instruments (Note 25)	361	472
− Net movement of provisions (Note 19)	5,715	1,622
– Net movements in short term impairment provisions (Notes 9 and 10)	1,525	971
– Interest expenses (Note 25)	20,289	22,524
– Interest income (Note 25)	(2,032)	(2,292)
– Exchange loss in foreign currency transactions (Note 25)	(5,846)	11,040
– Monetary earnings of the year (Monetary restatement)	(5,634)	-
Variations in working capital (excluding the effects of the monetary restatement and exchange differences in consolidation):		
– Stocks	(16,376)	(24,034)
– Customers and other accounts receivable	(23,087)	(15,415)
– Suppliers and other accounts payable	9,416	24,976
Cash generated by operations	**84,348**	**58.414**

In 2009 there have been acquisitions of property, plant and equipment assets with a cost of 12,667 thousand euros (2008: 4,671 thousand euros) on finance lease which do not affect the cash flow statement.

Also in 2008 the enforcement of the guarantee over the bonds for the sum of 6,751 thousand euros for cancellation of financial debt (Note 17) did not affect the cash flow statement.

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29. Contingencies

As a result of the Group's business activities some of its subsidiaries are involved in administrative and judicial proceedings. These proceedings are not however significant for the consolidation nor are they contingencies which could cause significant damage to the equity of the Group. The Group also maintains the following significant contingencies of a tax nature for which management, based on the opinion of its legal advisers, has decided do not comply with the requirements for registering provisions (see Note 2.17).

29.1. Excise Tax - Thailand

Between 2006 and September Ajethai Co. Ltd. (Ajethai) calculated the base for its Excise Tax based on its own interpretation of Thai law. According to this interpretation it was possible to include certain manufacturing costs and the profit margin. Despite the calculation being approved in writing by the Department of Excise Tax this department subsequently changed its position and decided to apply the higher public sale price as the base for calculating this tax. The difference in the assessment of the price ex-factory has given rise to the disputes referred to below:

a) The Thai authorities carried out an inspection of Ajethai's documentation for payment of the consumption tax or "Excise Tax", issuing (assessments) on 29 August and 29 September 2008 for the period September 2006 to December 2007 which stated there was a total of 276,493 thousand bahts (5,727 thousand euros) payable by this company of the Group.

b) As regards the year 2008 the inpection issued an assessment on November 18, 2008 which gave an additional amount to pay of 251,208 thousand bahts (5,203 thousand euros). To December 31, 2009 the total amount claimed by the Thai authorities, including penalties and surcharge, amounts to 553,430 thousand bahts (11,463 thousand euros).

c) These rulings were appealed against the relevant public authority, which, as of the date of the formulation of these consolidated annual financial statements, has rejected the appeal for 2006 and 2007. The Company has made a new appeal to the courts.

The directors, based on the opinion of their legal advisers, consider that the final result of these appeals will probably be partially in favour of the Group, and that the probable amount of risk to which it is exposed, for the years inspected and those open to inspection, amounts to 171,000 thousand bahts (3,542 thousand euros). The Group has registered a provision for this amount to December 31, 2009 (Note 19).

30. Commitments

(a) Stock purchase commitments

The subsidiary Ajeper, S.A. has assumed implied or formal commitments with farmers of deprived regions of Peru to acquire their peach harvests over 15 years at market prices if they comply with certain quality standards, for the production of the "Pulp" product. To the end of the year the total purchases of peaches by Ajeper, S.A., from these and other suppliers, amounted to 7,793 tons, with a cost of 5,476 thousand soles (1,294 thousand euros). At the end of 2008 purchases amounted to 7,264 tons, with a cost of 5,346 thousand Nuevos soles (1,199 thousand euros).

In June 2007 the Company signed a contract with Cervecería y Malhería La Calera, S.A. (company based in Chile) by which they would supply malted barley for the production of beer for a period of 10 years. The annual volumes the company undertook to acquire vary between 9,000 and 18,000 metric tons. The price the company pays per metric ton of malt varies depending on the real production costs incurred by the supplier, plus a profit margin.

(b) Commitments to purchase fixed assets

Investments undertaken to December 31, 2009 but not yet incurred amount to 16,838 thousand euros (2008: 16,093 thousand euros), mainly for plant and equipment under construction in Colombia, Thailand and Mexico (2008: mainly in Colombia and Mexico).

31. Transactions with related-party

Transactions with related parties in 2009 and 2008 were as follows:

(a) Purchase of goods and services

	Thousand euros	
	31.12.09	**31.12.08**
Services received:		
- Services of directors	1,565	3,265
- Relatives of directors	-	394
	1,565	**3,659**

The services received from directors consist of the compensations referred to in Note 31.b)

(b) Remuneration of key management staff and directors

Salaries and other remuneration of senior management and directors in 2009 and 2008 was the following:

	Thousand euros	
	31.12.09	**31.12.08**
Directors	1,565	3,265
Senior management	972	1,145
	2,537	**4,410**

No post-employment or other long-term welfare have accrued in the year to key management staff or directors.

(c) Closing balances

	Thousand euros	
	31.12.09	**31.12.08**
Accounts receivable from related parties (Note 9):		
- Directors	4,202	3,954
- Relatives of directors	1,086	113
- Companies controlled by the directors	2,446	-
	7,734	**4,067**
Accounts payable to related parties (Note 16):		
- Directors	7,890	13,861
- Relatives of directors	-	30
- Big Cola Foundation	-	66
- Companies controlled by the directors	6,822	-
	14,712	**13,957**

Except for the loan referred to in Note 16 the accounts payable to directors and their relatives are due, enforceable in the short term and do not pay interest.

The accounts payable to companies controlled by the directors - debts in the sum of 1,409 thousand euros - pay interest at 3% annually and fall due in February 2010. The other accounts payable and receivable do not pay interest nor does it have a fixed maturity.

(d) Loans to related parties

To December 31, 2009 there are balances receivable from directors and directors' relatives for 5,289 thousand euros (2008: 4,067 thousand euros) for loans granted, of which 150 thousand euros pays interest and falls due in 2010 (2008: 2,223 thousand euros falling due in 2009). The remaining amount does not pay interest nor does it have fixed maturity.

(e) Minority interests

The minority interest to December 31, 2009 and 2008 goes entirely to the persons who control the Group or their direct family members.

32. Other information

(a) Employees of the Group by category at year end

2008	Men	Women	Total
Management	21	4	**25**
Administration	1,311	415	**1,726**
Sales	2,085	453	**2,538**
Production	1,975	46	**2,021**
Total	**5,392**	**918**	**6,310**

2009	Men	Women	Total
Management	30	12	**42**
Administration	1,082	359	**1,441**
Sales	2,463	341	**2,804**
Production	2,998	114	**3,112**
Total	**6,573**	**826**	**7,399**

This figure includes both employees who are directly employed by companies of the Group and those who provide services by way of employment agencies (Note 22).

(b) Fees of auditors and companies of their group or related companies

The amount of fees accrued in 2009 for the professional service of auditing the Group, carried out by the auditor, and the various companies of the network to which it belongs, amount to 1,418 thousand euros (2008: 1,246 thousand euros). Fees accruing for other services during 2009 amounted to 1,012 thousand euros (2008: 567 thousand euros).

(c) Environment

There are no contingencies relating to the protection or improvement of the environment, neither liabilities of an environmental nature nor subsidies received in that regard.

The Group has incurred the expenses contemplated in applicable regulations for the protection and improvement of the environment. Moreover there are no expenses deriving from risks or legal proceedings in progress or compensation or other costs for environmental measures.

33. Subsequent events

33.1. Amendment of syndicated loan contract

On 22 January 2010 a contract was signed of "Consent, Waiver and Amendment" of the syndicated loan contract entered into in 2008 (Note 17). The main provisions, which amend some of the restrictions included in the said syndicated loan contract, are the following:

- Indebtedness by financial factoring in respect of liabilities to suppliers whose liabilities are incurred in the ordinary course of business is consented to up to a maximum of 15 million US dollars.
- Swap contracts are consented to provided they are entered into with a view to protecting against fluctuations of interest rates, exchange rates or raw materials necessary for the production of goods and in the ordinary course of the Group's business. The terms and conditions of such swap contracts will also be subject to the prior written consent of the administrative agent of the syndicated loan.
- The Group may incur debt if it does not exceed the ratios or covenants laid down in the loan contract.
- It is agreed to release Ajethai, Co., Ltd. from its obligations as guarantor of the syndicated loan contract, and that Ajecolombia, S.A. will assume the position of guarantor of the contract.
- The "covenants" applicable for the rest of the term of the loan are amended as follows:

	Debt coverage		Interest coverage	
	Ajegroup	**ATIC**	**Ajegroup**	**ATIC**
1.7.09 to 30.6.10	<3.75	<3.00	>2.00	>2.50
1.7.10 to 30.6.11	<3.50	<2.75	>2.50	>3.00
1.7.11 onwards	<3.00	<2.50	>3.00	>3.00

33.2 Devaluation of the Bolivar Fuerte

On January 11, 2010 a devaluation of the Bolivar Fuerte (BF) came into force in Venezuela, the official convertibility rate of which against the US dollar was changed to 2.60 BF per US dollar, mainly for priority imports, including food, health products, machinery and equipment, science and technology; and 4.30 BF for other transactions.

This devaluation will have the following significant effects:

- An increase of assets and liabilities in US dollars (basically relating to purchases in currencies other than the BF) and an exchange difference loss the effect of which amounts to approximately 4.1 million euros. This loss will be included in the results for 2010.

- A decrease of the Group's net assets, with a countervailing entry in equity, of approximately 13.0 million euros, calculated on the balances to December 31, 2009, as a result of the variation of the conversion rate to the currency of presentation of the financial statements of the Group's Venezuelan subsidiaries in the future (Note 4.2.b). This reduction, in addition to that referred to in the previous section, will be recorded in the financial statements for 2010.

33.3 Additional finance

On April 23, 2010 the Group's Thai subsidiaries signed loan contracts for 450 million bahts (9,428 thousand euros at the rate of exchange on December 31, 2009), with maturity 72 months from the date of availability of the funds; short term credit facilities for 60 million bahts (1,257 thousand euros); and availability of documentary credit, trust receipt and letters of guarantee for import for 440 million bahts (9,219 thousand euros). The funds will be used for the financing of the widening of the bottling and preforma production lines and business operations. The companies Ájethai Co. Ltd. and Ayacucho Preform Co. Ltd. contractually undertake to:

- Create mortgage security over production plants and machinery for an aggregate sum of 1,400 million bahts (29,337 thousand euros).

- Comply with the following covenants throughout the lifetime of the loans:

Debt / equity	<2.00
Debt service coverage (1)	>1.00

(1) EBITDA / (interest cost + repayment of debt)

33.4 Amendment of the leaseback contract

On July 9, 2010 an addendum was signed to the leaseback contract entered into by Ajeper, S.A. in 2008 (Note 17), which amends the covenants applicable for the rest of the term, in accordance with the following table:

	2010	2011	2012	2013
Debt coverage [1]	<2.5	<2.5	<2.5	<2.5
Interest coverage [2]	>3.2	>4.0	>4.5	>5.0
Direct liabilities / Equity	<2.0	<2.0	<2.0	<2.0
Current assets / Current liabilities	>0.8	>0.9	>1.0	>1.0
Debt service coverage [3]	>1.0	>1.2	>1.3	>1.3

1 Liabilities with interest / EBITDA (results before interest, taxes, depreciation and repayments).
2 (EBITDA – Taxes) / Net financial costs
3 (EBITDA – Taxes) / (Net financial costs + Net repayment of long term debt)

Free translation of the consolidated annual accounts originally issued in Spanish and prepared in accordance with International Reporting Standards as adopted by the European Union. In the event of discrepancy, the Spanish version prevails.

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APPENDIX I

a) Subsidiaries included within the consolidation perimeter

Company name	Registered office	% holding Direct	% holding Indirect	Company owning holding	Consolidation circumstance	Activity	Date of taking of control
Ajegroup, S.A. de C.V.	Puebla, Mexico	99.99%	-	Grupo Embotellador Atic, S.L.	a	2	27 Sept 2006
Ajemex, S.A. de C.V.	Mexico, D.F.	-	73.84%	Ajegroup S.A. de C.V.	a	1	28 Dec 2006
Cocentro, S.A. de C.V.	Puebla, Mexico	0.01%	99.99%	Ajegroup S.A. de C.V.	a	1	28 Dec 2006
Inmobiliaria Alpamayo, S.A. de C.V.	Puebla, Mexico	0.01%	99.99%	Ajegroup S.A. de C.V.	a	6	28 Dec 2006
Ajemex Consultores, S.A. de C.V.	D.F., Mexico	-	-	-	b	3	28 Dec 2006
Servicios Corporativos BC, S.A. de C.V.	D.F., Mexico	-	-	-	b	3	28 Dec 2006
Ajegroup Belgium, S.A.	Brussels, Belgium	99.72%	-	Grupo Embotellador Atic S.L.	a	4	13 Dec 2006
Ajethai Co. Ltd	Chomburi Province, Tailandia	99.99%	-	Grupo Embotellador Atic S.L.	a	1	30 Dec 2006
Ayacucho Preforms Co. Ltd	Chomburi Province, Tailandia	99.99%	-	Grupo Embotellador Atic S.L.	a	1	11 Oct 2006
Kola Real Trading, Co. Ltd	Chomburi Province, Tailandia	99.74%	-	Grupo Embotellador Atic S.L.	a	1	28 Jul 2008
Ajemaya, S.A.	Amatitlan, Guatemala.	98%	2%	Grupo Embotellador Atic S.L./Inversiones Bucarest, S.A.	a	1	19 Oct 2006
Inversiones Bucarest, S.A.	Amatitlán, Guatemala	98%	2%	Grupo Embotellador Atic, S.L./Ajemaya, S.A.	a	5	19 Oct 2006
Acava, Limited (**)	Malta	90.57%	9.43%	Grupo Embotellador Atic S.L./Aeonia, Ltd.	a	7	28 Dec 2006
Econored de Nicaragua, S. A.	Managua, Nicaragua	99.80%	-	Grupo Embotellador Atic S.L.	a	1	10 Nov 2006
BC Maya Sucursal en Nicaragua	Managua, Nicaragua	-	-	-	b	3	31 Jul 2007
Econored de Honduras, S. A.	Francisco Morazán, Honduras	99.96%	-	Grupo Embotellador Atic S.L.	a	1	3 Nov 2006
Ajehonduras, S.A.	Honduras	-	-	-	a	3	12 Nov 2008

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Econored El Salvador, S.A. de C.V.	San Salvador, El Salvador	99.90%	-	Grupo Embotellador Atic S.L.	a	1	19 Oct 2006
Ajecuador, S.A	Guayaquil, Ecuador.	99.84%	-	Grupo Embotellador Atic S.L.	a	1	16 Nov 2006
Ajecolombia, S.A.	Funza, Colombia.	94.90%	-	Grupo Embotellador Atic S.L.	a	1	30 Aug 2006
Ajeper, S. A.	Lima, Peru.	70%	-	Grupo Embotellador Atic S.L.	a	1	28 Dec 2006
Ajeper del Oriente, S.A.	Pucallpa, Peru.	66.38%	32.87%	Grupo Embotellador Atic S.L. / Ajeper, S.A.	a	1	27 Dec 2006
Econored BC de Costa Rica, S.A.	San José, Costa Rica	100%	-	Grupo Embotellador Atic S.L.	a	5	19 Jun 2006
Ajecen del Sur, S.A.	San José, Costa Rica	-	-	-	b	1	9 Jun 2006
BC Maya, S.A.	Amatitlán, Guatemala	-	-	Grupo Embotellador Atic, S.L.	b	3	31 Jul 2007
Ajeven, C.A.	Valencia, Venezuela	75.56%	-	Grupo Embotellador Atic, S.L.	a	1	17 Oct 2007
Teasel, S.à.r.l.	Luxemburg	100%	-	Grupo Embotellador Atic, S.L.	a	5	11 Dec 2006
Justpoint Investments, S.L.	Barcelona, Spain	-	100%	Teasel, S.à.r.l.	a	5	11 Dec 2006
Mandrake Investments, S.à.r.l.	Luxemburg	100%	-	Grupo Embotellador Atic, S.L	a	5	11 Dec 2006
Syringo, S.à.r.l.	Luxemburg	-	100%	Mandrake Investments, S.à.r.l.	a	5	11 Dec 2006
Ajelux Reinsurance, S.A.	Luxemburg	100%	-	Grupo Embotellador Atic, S.L.	a	5	7 May 2008
Servicios Corporativos de Venezuela, C.A.	Valencia, Venezuela	100%	-	Grupo Embotellador Atic, S.L.	a	5	28 Dec 2007
Ajechile, S.A.	Chile	99.99%	0.01%	Grupo Embotellador Atic, S.L.	a	5	18 Mar 2008
Global Shared Services S.A.C.	Lima, Peru	99.00%	-	Grupo Embotellador Atic, S.L.	a	3	2 May 2008
Ajebras Industria e Comercio de bebidas, Ltda.	Sao Paulo, Brazil	99.97%	-	Grupo Embotellador Atic, S.L	a	5(*)	8 Dec 2009
Aeonia, Limited	Malta	99.93%	-	Grupo Embotellador Atic, S.L	a	5(*)	18 June 2009

CONSOLIDATED FINANCIAL STATEMENTS OF GRUPO EMBOTELLADOR ATIC, S.L. AND SUBSIDIARIES AT DECEMBER 31, 2009

Econored de Panamá, S.A	Panama	-	-	-	b	5(*)	20 Aug 2009
Ajeprocesos, S.A.	Lima, Peru	99.99%	-	Grupo Embotellador Atic, S.L	a	1(*)	11 Mar 2009
Inversiones Huancayo, S.A.	Lima, Peru	90.58%	-	Grupo Embotellador Atic, S.L	a	5(*)	1 Jan 2009
Comercializadora de la Amazonía, S.A.C	Tarapoto, Peru	99%	1%	Grupo Embotellador Atic, S.L/Ajeper Del Oriente, S.A.	a	1(*)	27 Apr 2009
El Álamo Export, S.A.C	Paita, Peru	-	99.99%	Ácava Limited	a	5(*)	13 Aug 2009

Notes:

In accordance with article 86 of the Public Limited Companies Act the Company has notified all companies in which it has more than a 10% shareholding either itself or by way of another subsidiary.

Circumstance due to which it is consolidated:

a. The dominant company has a majority of the voting rights.
b. The Group controls the company by way of the circumstances described in Note 4.2.a)

Activity:

(1) Area of activities of Drinks Production and Sale Business Group
(2) Holding of assets
(3) Provision of staff services (to the Group)
(4) Financial services
(5) Dormant companies
(6) Leasing of real estate (to the Group)
(7) Intellectual property management (including trademarks)

(*) Companies incorporated during 2009
(**) This company changed its name and registered office on December 22, 2008. It was previously called Embotelladora de Aguas Gaseosas Huancayo, SCRL and was based in Peru.

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CONSOLIDATED DIRECTORS' REPORT 31 DECEMBER 2009

In accordance with article 202 of the restated version of the Public Limited Companies Act, Royal Legislative Decree 1564/1989 of December 22 and articles 42 and 44 of the Commercial Code the various points which affect Grupo Embotellador, S.L. and subsidiaries (hereinafter ATIC) are set out below.

I. Economic Environment

In 2009 world economic activity shrank by 0.6%, being the first contraction in the post-war period. From the second quarter of 2009 and after the deep recession observed in the previous six months the situation improved assisted by the tax and monetary stimuli applied in most advanced economies and in some emerging countries, and by the various measures adopted to normalise the workings of the international financial system.

The recovery proceeded at different rates according to country and region. In the United States there was significant growth in the second half of 2009, which did not prevent a fall in GDP of 2.4% in the year, the greatest contraction in more than six decades. In the euro zone and Japan there was also a resumption of growth although at a lower rate. The GDP of these economies fell by 4.1% and 5.2% respectively in 2009. The strongest expansion was in the emerging economies, particularly in Asia, due in good measure to growth of domestic demand and exports. In particular the economies of China and India expanded by 8.7% y 5..7%, respectively.

The countries of Latin America were mostly in an intermediate position. Production in the region fell by 1.8%. Countries such as Peru and Argentina had positive economic growth, while the levels of economic activity of Chile and Brazil fell slightly. For its part the GDP of Mexico fell by 6.5%. In general the region was affected commercially by a decline in the terms of trade – the IMF estimated a fall of 7% for the region in 2009 – and by a lower volume of exports. International conditions of finance also worsened and remittances sent by migrants abroad fell in line with the developed economies. It should be pointed out that many of these negative factors were relenting from the second half of the year.

The situation of the countries in which TIC operates in Latin America is presented below:

Mexico

The international situation in 2009 led to Mexico facing significant falls in demand for its manufactured exports, a strong tightening of external finance and a worsening of its terms of trade. At the same tie the outbreak of AH1N1 flu was an additional factor which sharpened the fall in levels of activity during the second quarter of the year and its effects on demand for various services. As a result of these events GDP fell 6.5%, which is comparable to the contraction of GDP during the crisis of 1995 (6.2%). In the course of the year two clearly distinguishable phases were to be observed, one during the first six months in which there was a strong fall in productive activity, which reflected the fall in external demand and the transmitting of this shock to the domestic market, as well as the effects of the AH1N1 outbreak referred to above and of the temporary closure of the car plants of two firms whose parent companies in the United States began insolvency proceedings. In this context during the first six months of 2009 GDP fell by 8.9% in annual terms. The second six months saw a recovery in manufactured exports, mostly due to the gradual improvement of external conditions. This, combined with the disappearance of the shocks which had temporarily affected the company in the second quarter of the year, led to a rise in production activity. Seasonally adjusted GDP showed increases of 2.5 and 2.0% per quarter in the last two quarters of the year respectively. As regards exchange rate policy the Foreign Exchange Commission created a number of mechanisms for the sale of dollars to ensure the market did not suffer from liquidity problems. Access to international sources of liquidity was also agreed with the US Federal Reserve and the International Monetary Fund. These measures contributed to improving confidence, producing more settled conditions in the foreign exchange and financial markets in general. The peso rose 3.5% against the US dollar over the year. General inflation in Mexico fell in 2009 in an environment characterised by the absence of demand pressure. The main limitation on the fall in inflation in 2009 was the effect the foreign exchange depreciation which occurred at the end of 2008 and the beginning of 2009 had on the prices of tradable goods. Thus between the end of 2008 and 2009 general annual inflation fell from 6.5% to 3.6%. The Bank of Mexico reduced the objective for the 1 day interbank interest rate by a total of 375 base points, going from 8.25% at the end of 2008 to 4.50% in July 2009. For the rest of the year this objective was unchanged.

Peru

During 2009 the country's GDP grew by 0.9% having increased at an average rate of 7.7% over the last five years. The slowdown in the Peruvian economy was mainly in activities relating to foreign trade. Thus areas such as agro industry and the manufacture of consumables and capital goods showed the greatest falls. Private investment was negative given that the greater uncertainty, caused by the international financial crisis and the fall in demand led to companies reconsidering the launching of new projects. Private consumption grew by 2.4%, having done so at average rates of 6.4% over the previous five years. The deceleration was due mainly to reduced growth of national disposable income and a fall in consumer confidence which declined from the levels it had shown in previous years. Despite this change in consumer confidence the growth in consumption was maintained thanks to the continued growth of employment, even at a rate higher than that of GDP, and to the fact that the impact of the international financial crisis on the Peruvian economy was of a short duration. Inflation was 0.25%, down from the rate of 6.7% reached in 2008. This basically reflected the reversal of the surges in demand which had forced up the prices of food and fuel in 2008. In order to reduce the volatility of the exchange rate the Central Bank intervened in the foreign exchange market with the sol showing an annual rise against the US dollar of 8.%. Monetary policy was aimed at reducing the negative impact of the international financial crisis, reducing the reference interest rate from a level of 6.5% in January to 1.25% in August, reaching historic minimum levels.

Colombia

The Colombian economy grew by 0.4% in 2009. The main ways in which the international crisis affected the economy were the fall in external demand and the internal fall in consumer and business confidence, which held back household consumption and caused a Sharp fall in investment. The deceleration of growth was reflected by an increase in unemployment. Certain signs of recovery began to be apparent in the second half of 2009 linked to: the recovery of the world economy; the effects of the expansionary monetary policy adopted since the end of 2008; the counter-cyclical handling of tax policy, in particular the investment in civil works, and the improvement of disposable household income caused by the fall inflation. Despite this the contraction of sales to Venezuela, associated with the strong fall in its domestic demand and the trade restrictions imposed by that country, hindered recovery and development of the local economy in the second half of the year. Monetary policy played a useful and decisive role with a reduction of the reference interest rate from 10.0% to 3.5%. At the end of the year inflation was at 2.0%,a level much lower than that of December 2008 (7.7%) and the lowest since November 1955. In the second half of the year there was a strong correction of the depreciation of the exchange rate caused by the volatility of the international financial crisis; thus the peso showed an annual rise against the US dollar of 8.9%.

Venezuela

The world economic crisis manifested itself in the Venezuelan economy in the area of trade, in which oil plays a very important part. Despite the recovery of the price of crude oil from February the average Price of the Venezuelan oil basket fell by 34.1%. The fall in oil tax revenues was offset by the increase in internal taxation and long term public debt which made it possible to implement a counter-cyclical tax policy. But despite this the Venezuelan economy shrank by 3.3% in 2009. The rate of unemployment rose to 10% while public consumption was the only ingredient of demand which continued to grow over the year, which reflected the efforts to counteract the effects of the crisis. The fall in production was clear in the oil industry, the aggregate value of which fell at an annual rate of 7.2%. The non-oil sector shrank at a slower rate of 2.0% being affected by the weakening of aggregate demand and the restricted supply of foreign exchange for imports. The fall of aggregate internal demand led to a lower rate of inflation, which ended the year at 25.1%, 5.8% below that of 2008. The Venezuelan Central Bank used monetary policy to adjust the liquidity levels of the banking system to ensure the normal functioning of the payments system and provide a greater stimulus to credit intermediation and to the financing of the country's productive sectors. There were reductions to the rate of bank reserves and changes to interest rates, creating new legal maximum and minimum limits for asset and liability operations of the Venezuelan banking system. The rate of exchange remained set at 2.15 bolivars to the dollar.

Ecuador

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The Ecuatorian economy felt the effects of the international crisis in 2009, although less than had been expected due essentially to the recovery of the price of oil, the country's main source of income. Growing state intervention in the various fields of economic activity influenced the development of the economy, affected foreign investment and reduced investment expectations of local investors and therefore growth and employment. GDP for 2009 grew by 0.4%, the rate of unemployment rose to 7.9% (2008: 7.3%). Annual inflation remained under control and was 5.1% over the year. The government declared part of the external debt "illegitimate" and proceeded to repurchase the bonds with maturity in 2012 and 2030 at 35.0% of the face value. This required the use of international reserves of approximately one thousand million dollars. As regards tax policy new reforms were passed with which it is hoped to achieve an increase in tax revenues. In politics the elections held at the end of April 2009 marked the start of a new period in government for President Correa who has the support of a majority in the National Assembly.

Central America

In line with the deceleration trend apparent since 2008 as a consequence of the world recession the economy of Central America shrank by 1.4% in 2009. Over the year there was a fall in exports, of capital flows and of income from remittances from abroad and tourism, added to which the conditions for access to external credit were more restrictive. However, unlike other periods of world economic recession, and as a consequence of the implementation of disciplined monetary and tax policies, the macroeconomic foundations of Central America made it possible to confront and to mitigate the adverse effects of the world financial crisis. After rising constantly during 2007 and 2008, inflation fell significantly from the second half of 2009 with single-digit inflation in the region. With the exception of Honduras the rate of exchange in Central America depreciated in 2009, with Guatemala and Nicaragua being the most affected with variations of 7.4% and 5.0% against the US dollar respectively.

As regards operations outside Latin America there is a brief summary of economic activity in Thailand.

Thailand

With well-developed infrastructure, a free-market economy, policies favourable to investment and a strong export industry, Thailand had average annual growth of 4% between 2000 and 2004, recovering satisfactorily from the Asian crisis of 1998. Since 2005, however, a prolonged political crisis has weakened the economy and average annual growth fell to just above 3% between 2005 and 2008. Exports, which represent three quarters of GDP, continued to drive the country but were affected by the world crisis in 2009 and the economy shrank by 2.3%. Pressure on prices fell dramatically with deflation of 0.9% over the year. The currency (bath) rose 4.6% against the US dollar. The Thai government concentrated on promoting infrastructure projects and stimulus programmes to reactivate the economy. Despite the unfavourable political conditions the economic fundamentals and pro-investment laws continue to stimulate the country's economy.

II. Economic report

ATIC, a multinational company the main activity of which is the bottling of drinks maintains an important presence in Latin America and is beginning to expand in Asia. The company began in Peru in 1988 as a family business which bottled and marketed its own brand of carbonated drinks in the province of Ayacucho. The success of its products led to the Añaños family deciding to expand their business to other provinces of Peru, reaching Lima (the capital city) in 1997. In 1999 the Group saw the possibility the repeating their success in Peru in other countries and the process of internationalisation was begun in Venezuela. Later in 2000 they entered Ecuador, in 2002 they reached Mexico, in 2004 they began operations in Central America, in 2006 they set up in Thailand and in 2007 a plant was opened in Colombia. At the end of 2006 the company decided to consolidate operations creating the holding company Grupo Embotellador Atic, S.L. in Spain. Most of the shares of the Añaños family business were made over to this holding company.

The company's strategy is based on supplying quality products at a fair price to discerning customers, in particular to socioeconomic groups D and E, creating a significant price difference in relation to the traditional players in the drinks market. Up to December 2006 ATIC was marketing 5 categories of product: carbonated drinks, bottled water, isotonics, nectars and alcopops. In 2007 ATIC launched two new categories: beers and citrus punch. In 2009 the Group began production and marketing of ready-to-drink tea. Market share varies between 6 and 50% depending on the category of product and country.

Important achievements in 2009 include:

- Atic invoiced approximately 800 million euros, generating an EBITDA of 105.2 million euros in a context of global slowdown.
- After three years of operations Colombia recorded sales of 93.7 million euros ([11.7%] of the Group).
- Launching of new product line: Ready-to-drink tea.
- Mexico and Peru reduced their stock of debt by 21 and 19 million dollars respectively.
- Migration of Peru trademarks to Malta (Acava, Ltd) and introduction of bonus system.
- Commencement of monthly board meetings and management control system.
- Optimisation of working capital management and handling of operating costs.

III. Technical report

The success of the ATIC brands is based on a model of drinks sales using formulae obtained by way of scientific research; supported by close ties with suppliers; complete staff commitment; the use of technology and the most modern and efficient procedures; and a competitive vision to meet changing needs, tastes and preferences.

Firstly – for achieving quality – the scientific investigation of the development departments has been prioritised in the search for and improvement of formulae, tastes and essences. The objective is to explore on an ongoing basis innovative options attractive to the consumer and to update the brands already established in the public taste the consumers of which are increasingly complex, demanding and diverse.

Scientific investigation and product development make it possible to respond to and anticipate trends in drink consumption. It is for this reason that ATIC invests in measurement, control, monitoring and safety equipment which make it possible to consolidate market position thanks to the ability to supply high quality products which create consumer confidence.

Resources are also invested to improve sugar treatment, with better refinement in less time and widening the possibilities of mixtures, consistency and tastes. As regards PET the cost efficiency focus is reinforced by the manufacture of preforms, based on the work carried out to acquire the virgin resin at the best prices and guarantee its supply, the machinery and quality controls making it possible to use bottles which comply with the strictest rules on thermal capacity, hardness, shrinkage, light filtration, harmlessness and hygiene. In the same way efforts have been made to reduce the grammage of the preforms, the label area and height of the neck of the bottle in order to save on consumables and reduce costs.

In 2009 the 20 Grupo Embotellador Atic, S.L. plants produced 3.4 thousand million litres of drinks (annual percentage variation of 10%) and investments of an estimated 47 million euros were made in line with current growth patterns.

IV. Employment report

TRAINING AND ENVIRONMENT

In 2009 resources were used and effort and investments made to give staff the skills they need to release their full talent and creativity. For this reason co-operation agreements, instructor exchanges and training courses continued in the countries in which we have a presence. The thematic content included material focused on both production needs and human development.

Thanks to these projects many members of ATIC have expended their horizons growing alongside the company. Based on their experience, ability and leadership skills some were given new opportunities, improved their income and moved country as part of Group's expansion.

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In the area of employment satisfactory performance is also linked to work safety, for which there are ongoing training programmes; emergency drills and particularly preventive maintenance work.

In addition to the above significant acquisitions were made of equipment, signalling and storage space for consumables in order to create a healthy production environment, ecologically responsible, efficiently safe and which more than complies with applicable rules and regulations.

SOCIAL RESPONSIBILITY

"Social Responsibility" means the company participating in the identification of the social problems of the environment in which it operates and actively co-operating in dealing with them. In this regard work continued on the treatment, use, handling and re-cycling of solid waste in all production plants and distribution centres of the Group. These programmes also generate employment, are of economic benefit to low income social groups and sectors and in particular make an important contribution to caring for the environment.

ATIC's social programme includes the encouragement of an ecological culture, caring for water and protecting wildlife. Thousands of children take part each year in workshops and courses during the school holidays receiving information and taking part in environmental protection activities.

Community assistance with donations in kind extends to a large number of care centres for adults, street children and persons with special abilities which are presented with free products.

FUNDACIÓN EDUARDO Y MIRTHA AÑAÑOS A.C.

The foundation is a non-profit making organisation which through social action seeks to offer more than just quality at a fair price for consumers. In this sense, conscious that education and quality training are indispensable for achieving social development the Foundation works tirelessly organising competitions, workshops and seminars, distributing tools such as leadership, excellence and technology which serve to promote intellectual development and nurture the potential of Latin American entrepreneurs. The workshops are supplemented by practical training, tests and work experience which help participants to see their dreams clearly, acquire the motivation to fight for them and somehow confront and overcome their fears and limitations.

Also thanks to the Foundation's support computer education centres are maintained located in areas with limited resources which provide services to the community such as work training courses; use of software and communication technologies for children and adults; and free internet Access.

Companies of the Group contributed 515 thousand euros in 2009 to the EMIA Foundation or the Big Cola Foundation, of similar characteristics and located in Venezuela.

V. Transactions with treasury shares

Neither the Company nor any of its subsidiaries has on closing or has carried out during the year any operations with treasury shares.

VI. Relevant events occurring after closing

The only significant facts or events, real or known of, occurring after the end of the year are those described in Note 33.

VII. Use of financial instruments

The Group's activities are exposed to various financial risks: liquidity risk, cash flow interest rate risk, market risk (including exchange rate risk and risk of the fair value of interests) and credit risk. The Group's overall risk management programme, which began in 2008, centres on the uncertainty of the financial markets and seeks to minimise possible adverse effects on the Group's financial profitability. From that year the Group has used derivatives to cover certain risks (see Note 3).

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Risk management is controlled by ATIC management which identifies, evaluates and covers financial risks in close co-operation with the Group's operative units. ATIC management lays down guidelines for overall risk management and for specific areas such as exchange rate risk, interest rate risk and liquidity risk.

VIII. Principal risks and uncertainties and foreseeable development

Apart from the risks of a financial nature commented on in the previous section no other uncertainties or significant risks are identified in the short term future.

2009 has been a year of consolidation for the Group with an optimisation of operative management and increased profitability.

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PREPARATION OF THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED DIRECTORS' REPORT FOR 2009

The Board of Directors of the company Grupo Embotellador, S.L. on December 7, 2010, in compliance with the requirements laid down in article 171 of the Public Limited Companies Act and article 44 of the Commercial Code, proceed to formulate the consolidated annual financial statements and the consolidated directors' report for the year ending on December 31, 2009, which consist of the attached documents which precede this document.

Originally signed by

Directors:

Carlos Enrique Añaños Jeri

Álvaro Nivardo Añaños Jeri

Arturo Fernando Añaños Jeri

Ángel Eduardo Añaños Jeri

THE ISSUER

Ajecorp B.V.

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AND PAYING AGENT

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Ajecorp B.V.

$300,000,000

6.50% Senior Notes due

Guaranteed by Certain Subsidiaries of Grupo Embotellador Atic S.L.

PRELIMINARY OFFERING MEMORANDUM

BofA Merrill Lynch

Interbank

Jefferies

Rabo Securities

Santander

May 14, 2012